"COCOON"

Screenplay

by

Tom Benedek

Based on the Novel

by

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"COCOON"

FADE IN

INT. KID'S ROOM - MODERN SUBURBAN DUPLEX - DAY 1

It's a bright and colorful child's space designed with simple, clean, softened high-tech lines. There are masses of toys everywhere, thousands of baseball cards, piles of comic books, a small mountain of games and educational programs next to a mini-computer system. A durable-looking TEN-YEAR-OLD BOY is at the window. He is setting up a telescope, fresh out of the box. He reads the instruction booklet as he points the telescope outside, beyond his small backyard, over palm trees, up toward the FULL MOON SHINING AGAINST AN AFTERNOON SKY.

Now the Boy looks through his telescope.

HIS P.O.V. 2

as he FINDS the moon. Its mysterious whiteness shines against the light blue sky as he FOCUSES, CLOSES IN.

THE BOY 2-A

turns from his telescope, picks up it's instruction booklet, looks at diagrammed pictures of constellations.

A SERIES OF SHOTS 3

A. P.O.V. SHOT
Soaring, spectacular, we TRAVEL IN space. The CAMERA MOVES FROM the P.O.V. of something moving very fast with a LOUD, LOUD ROAR, PAST sharply glittering stars, brilliant constellations shining out against the deep blue expanses of outer space.

B. P.O.V. SHOT
Faster and faster we GO, as the moon rises up INTO THE SCENE in the distance.

C. P.O.V. SHOT
Now the moon moves in fast, becomes closer and closer.

D. P.O.V. SHOT
We ZIP OVER the moon's surface now, WHIZ OVER crevices, dark stones, barren rock formations, huge craters.

E. P.O.V. SHOT
Now we PASS the moon, MOVE INTO a thicker starfield, TURN DOWNWARD fast.

Cont.

3 Cont.

F. THE EARTH
moves INTO VIEW, tiny at first, growing in size faster and faster as we APPROACH its atmosphere, as the stars dim.

G. P.O.V. SHOT
Faster and faster we APPROACH the Earth.

H. P.O.V. SHOT
INTO thick clouds, lit with sunset.

I. P.O.V. SHOT
Then SKIMMING FAST OVER rapidly thinning cloud formations.

J. P.O.V. SHOT
Now we STOP SUDDENLY, HEAD STRAIGHT DOWN TOWARD the Earth, THROUGH the fog of more thick clouds.

CUT TO:

K. A CALM SECTOR OF THE OPEN SEAS
The Atlantic Ocean.

L. A DOLPHIN
pops his head out of the water, looks up at the sky.

M. ONE BY ONE, FOUR MORE DOLPHINS
pop their heads up, stare up at the sky. Suddenly, bright lights shine from above, reflect off the Dolphins.

N. OUR LEAD DOLPHIN
dives underwater again. The other Dolphins follow. From underwater the Dolphins observe as a circular shape can barely be made out above the surface of the ocean. Now the light from above grows brighter and brighter, becomes a blinding glare that suddenly WHITES OUT THE SCREEN.

OUT 3-A-4

CUT TO:

EXT. MAIN STREET - SUNSET BEACH - DAY 4-A X

CRASH!

A vintage 1949 Packard rear-ends a Buick. Just a minor accident, nobody hurt. Driving is BEN LUCKETT, BERNIE LEFKOWITZ rides shotgun. MARY LUCKETT, Ben's wife, shares the backseat with many groceries.

MARY
You all right!?

Cont.

4-A Cont.

BEN
(indicating Bernie)
He distracted me!
(to Bernie)
Bernie, dammit, you distracted me!

BERNIE
Hey, it's your responsibility to not be distracted. You're the driver. I'm just a passenger!

MARY
Look at these eggs...

Ben is getting out of the car.

BEN
(still mad at Bernie)
Yammering about the humidity, while a man's trying to pay attention to the road...! X

Ben is now being confronted by THE DRIVER of the Buick, a young professional man, fairly irate. Bernie can still be heard in the car, muttering about how his hemorrhoids have nothing to do with Ben's accident.

OTHER DRIVER
I was stopped!

BEN
I know, I know, That's why they call it an accident.

OTHER DRIVER
...Shouldn't be driving if you can't see in front of you...

Ben checks the damage, as does the Other Driver.

ANGLE ON STREET 4-B

During the above a crowd has formed and we SEE the reactions of the aged passersby.

INT. DOCTOR'S OFFICE - DAY 4-C

JOE FINLEY, gaunt-looking, with a face worn by years of worrying; and ALMA FINLEY, a reserved-looking older woman, are walking out of the Doctor's private office.

Cont.

4-C Cont.

DOCTOR
(at door)
I'm sorry, Joe.

Joe and Alma walk sadly past the nurse's desk on their way out of this medical complex. Though elderly, Alma is shapely, dresses to show her form.

INT. BUILDING - TILED LOBY - DAY 4-D X

Joe and Alma are walking down the staircase that leads to the street.

JOE
You tell Mary. She tells Ben, Artie, Bernie, Bess and forget it. I become a living funeral procession. I don't want to preside over my own wake, Alma.

ALMA
But I need to talk about it, Joe.

JOE
I'll talk to you about it all you want. Don't worry about that.

Alma and Joe embrace.

JOE
I need you. Leukemia I could've done without, but I need you.

Through the glass door, Joe sees Ben's accident.

JOE'S P.O.V. - STREET 4-E

There is a crowd gathered around Ben's car. A POLICEMAN has arrived and it looks like a mess.

ANOTHER ANGLE 4-F X

BEN
(to Policeman)
Aren't they supposed to send you a notification or something when it expires?! Somebody on your end screwed up.

Cont.

POLICEMAN
(knows Ben knows this)
It's up to you to keep track of your driver's license.

BEN
So I gotta do everything for them?!

OTHER DRIVER
Oh boy, he doesn't even have a license!

BEN
I have a license!

Joe pokes his head into the backseat where Mary is cleaning up the eggs.

JOE
Everybody all right in here?

MARY
Hi Joe. Yes, we're okay.

BERNIE
(indicating his neck)
A little pain. There may be a lawsuit.

JOE
Ben's fault?

BERNIE'S (V.O.C.)
Wasn't mine.

Mary nods. Joe crosses toward the group of men.

JOE
Need a hand with this rascal, Officer?

The Policeman and the Other Driver speak simultaneously.

POLICEMAN
(writing out ticket)
I could take you in but this is your first time, so I'm ticketing you and I don't want to see you behind the wheel until you go down and get your license renewed. Understand?

OTHER DRIVER
What! This man's a menace! Take him off the road!

4-F Cont.1X

BEN
Thank you, Officer.

OTHER DRIVER
(to Ben)
You'll be hearing from my insurance company!

OUT 5-14

INT. PACKARD - DAY 15

Ben, Mary, Joe, Alma and Bernie are in the car. They're rolling down Main Street now. The sedan is overflowing with old people and their grocery bags. Mary is driving. Ben is sulking. Joe and Alma are holding hands. Their secret sadness draws them together.

MARY
(gently to Ben)
Why did you let it expire?

BEN
Please give all your attention to the road. We don't want another accident.

BERNIE
I didn't cause the first one!

EXT. SUNSET BEACH RETIREMENT COMMUNITY - DAY 16

The Packard rolls through the gates of the Sunset Beach Retirement Community and Home. It is a beach front facility on spacious, haphazardly lush grounds comprising clusters of small efficiency apartments, plus a rambling multi-storied main building for convalescents and helpless residents needing twenty-four hour care.

As the Packard rolls toward the efficiency apartments, we SEE that it is a pleasant enough facility and that, like it's inhabitants, the place reached its peak in the forties and fifties. The buildings, though reasonably well-kept, are faded and weatherbeaten, but still maintain a great amount of charm amidst the almost out-of-control landscaping. As the Packard approaches the apartments, ROSE (Bernie's wife) is waiting for it. She's holding a conversation with the folks in the car while they're still several yards away. Her talk has nothing to do with anything, just part of an eternal long-running monologue about her childhood and her past.

Cont.

ROSE
Hello...The day I graduated high school it was weather just like this. Just like this. The littlest breeze. I wore this dress that got all creased under the gown. I was so unhappy...

The Packard STOPS in front of the efficiency apartments, right next to Rose, still talking.

BERNIE
Give it a rest, Rose.

The Packard's ENGINE is still rattling as Joe unlocks the trunk. When the trunk lid pops open, the ENGINE finally quits, emitting a deep GASPING BELCH of EXHAUST.

As the old people laboriously determine whose grocery bags are whose, examining the contents of each like detectives, Bernie's wife, Rose, joins them at the trunk of the car with a grocery cart. She has silver-blue beauty parlor-style hair, thick glasses, a hearing aide, slow gestures, and reflexes.

Mary peers into a grocery bag, sees Geritol, Ex-Lax, all kinds of vitamins. Without a word, she hands the bag to Alma and Joe.

Peering into another bag, she sees a crossword puzzle magazine, Forbes Magazine, orange juice, chocolate chip cookies, she puts this bag into her own cart.

Ben stares into a grocery bag, briefly lifts out a box of animal crackers, the National Enquirer, packs of colorful foam and plastic hair curlers. Ben is out of his funk.

BEN
I think this is yours, Rose.

He slips the grocery bag into Rose's cart with Bernie's symbolic assistance.

BEN
(to ALMA)
You got my heating pad?

ALMA
(making fast getaway)
No.

ROSE
(extending her hand to Ben)
I'm Rose Lefkowitz. I don't believe we've met.

Cont.

MARY
(enunciating loudly
for her)
That's Ben, Rose.

BEN
(shaking hands with Rose)
Pleased to meet you.

Cont.

16 Cont.1X

Mary finds Joe's heating pad and give it to him. He takes off after Alma.

JOE
He's the one with the expired driver's license.

BERNIE
(to Mary softly)
She remembers who I am. She remembers who she is. So we're doing okay.

ANGLE ON JOE AND ALMA 16-A X

getting their groceries from the car

JOE
Are you all right, Alma?

Alma unspokenly lets Joe know she's not all right.

ROSE
(o.s.)
Bernie, the apartment we moved to the third year we were married, how many windows were there? I count four, but I remember making curtains for five.

INT. MAIN BUILDING - REST HOME - DAY 17

Ben, with his sidekick, ART SELWYN strides into the spacious, bright but old-fashioned lobby and indoor recreation area of the rest home. Art is tall, agile for his years, dressed in "snazzy" sports clothes. A bachelor with the sharp eyes of a rascal, Ben and Art are both on their way for a swim.

Ben and Art observe the lobby carefully. They have appointed themselves the honorary ombudsmen of the home. They move like teen-agers compared to the people we SEE here. An ancient woman watches a torrid soap opera with her face two inches from the twenty-six inch color screen. An old man struggles to make a pay phone call, barely able to dial the operator, SHOUTING "HELLO" helplessly into the phone. In the corner, an agile former showgirl, BESS MCCARTHY, leads three ladies in a "dancing sing-a-long" doing the HOKEY POKEY. Bess performs gracefully, enthusiastically, but her "chorus girls" are not too good, to say the least.

BESS
(shouting to Ben and Art)
Get over here, fellas. We need some real men here.

ART
(winking to Bess)
If we see any, we'll send them over.

Cont.

17 Cont.

Ben and Art keep walking.

BEN
You ever gonna do anything about that one, Art?

ART
Already have.

BEN
You put it to her?

ART
You're disgusting.

BEN
You haven't. X

During the above, Ben and Art have moved down the hallway lined with small two-bed units. As they pass these residential quarters, Ben and Art wave hello to extremely old people of all shapes, sizes. These residents appear frail, helpless, childlike, not quite vegetables but dull, listless; most just stare into space, though few do TALK SOFTLY, trudge slowly with the help of a walker, read Braille, look at old magazines, or stare out the window at the leaves on the trees.

BEN
(softly muttering)
I can't believe Bernie and Rose are moving here.

ART
What are they going to do? Rose almost sets the apartment on fire every time she tries to make herself a cup of coffee.

BEN
I don't see why Bernie doesn't just --

ART
(interrupts)
Bernie can't take care of her. He hasn't got the strength.

BEN
(shaking head)
The day I have to move in here, shoot me, put me out of my misery.

Cont.

17 Cont.1

ART
Me, I'd rather live like a Goddamned carrot than not live at all.

BEN
Move in here, you won't know the difference.

Ben and Art stop at one doorway. An ancient black man, POPS, staring at televised New York Stock Exchange quotations flashing from a small color set on his nightstand. In the next bed, an ancient white man, SMILEY, sits completely still. Smiley appears comatose. Ben tosses Pops a box of Ding Dongs.

POPS
(obviously thrilled with the whole box)
Ben, I said one.

BEN
Walk on the wild side.

POPS
You boys still trespassing over there?

Art and Ben both nod (yes) emphatically. Pops waves his hand disapprovingly, shakes his head.

POPS
(opening box)
Hey! They're not melted at all!

BEN
(winks)
Kept 'em in a bag with the ice cream.

Art and Ben move on.

A MAN'S GROANING SOUNDS 18

EMANATE HARSHLY from a nearby residential unit. Ben and Art peer in, as DOCTORS, NURSES hauling special medical equipment hurry to help this seriously ailing resident.

Cont.

18 Cont.

Ben and Art wait uncomfortably. They appear to have witnessed this kind of scene too many times before.

Two uniformed attendants, Dexter and Pine, stride past, stop as the GROANING DEATH SOUNDS CEASE. JOHNNY DEXTER is an obese, sloppy, irresponsible-looking orderly. LOU PINE is a thin male nurse, famous for having the worst bedside manner in the Western Hemisphere.

DEXTER
(playing invisible guitar, singing Queen song like a performer)
Da-Dum-Dum-Dum-Dum. And another one bites the dust...

Disgusted, Ben grabs Art by the arm.

OUT 19-24

EXT. GROUNDS - RETIREMENT COMMUNITY - DAY 25

Joe joins up with Ben and Art. Dressed in swim trunks, and sandals, with towels over their arms, the three men walk across the grounds.

They pass Bernie, who's heading in the opposite direction, not dressed for a swim.

ART
(having been turned down many times by Bernie before)
Hey Bern, You're missing something.

BERNIE
I know the chance of a lifetime to be put in jail.

Bernie keeps walking and Ben, Joe, and Art continue across the grounds:

ART
Was he any different as a kid?

JOE
No guts at any age.

X

Cont.

25 Cont.

X

They continue across the grounds, then into the bushes along the edge of the grounds of their retirement community. Art moves ahead, leaving Ben and Joe together.

Cont.

25 Cont.

BEN
(studies Joe; now softly)
What's the word?

JOE
What's the word on what?

BEN
(sarcastic)
On that hangnail you went to the doctor for.

JOE
(lying gracefully)
It's a breeze. Everything's fine.

BEN
(facing him squarely)
I'm not senile yet, pal. Don't play games with me. X

Joe smiles at Ben but his eyes say it all. They're full of fear.

JOE
Doctors don't know everything.

BEN
There's a school of though which holds that doctors don't know anything

JOE
Let's hope so.

During the above, the three men march through these thick bushes, trees, slowly and carefully. Finally, they reach a rusted old metal fence and loosely chained gate.

Together, the three of them pry open the gate enough so that they can slip through. It isn't easy, but they manage eventually to get in.

EXT. GROUNDS - OLD ESTATE - DAY 26

Tramping through more dense foliage, Ben, Art, and Joe glance cautiously around the empty grounds as they move across the lawn, toward the old-fashioned pool house.

OUT 27

INT. POOL HOUSE - DAY 28

Ben, Joe and Artie are inside now. Ben throws on the lights. We can SEE now that this is a forty or fifty year old, elegantly tiled swimming pool, there are deco-style murals of seashells, mermaids, alligators, palm trees on all the walls. The men make themselves at home. Joe starts doing laps. Ben and Art climb into the shallow end, light big cigars, lay back, relax, luxuriate.

EXT. PATIO AREA - NEAR EFFICIENCY APARTMENTS - DAY 29 X

Mary, Bess, Alma and Bernie's senile wife, Rose, are sitting at a patio table, playing Mah-Jong. Bess is the dance instructor. She's wearing "fifties" sunglasses, pedal pushers,. Bess looks New Wave, but doesn't know it. A phone-in RADIO TALK SHOW PSYCHOLOGIST giving advice to a LUST-LORN CALLER BLASTS from a portable radio on the table.

FEMALE CALLER
(over radio)
Forty-four in forty-five days.

PSYCHOLOGIST
(over radio)
Are you bragging, dear, or complaining?

The Ladies laugh.

FEMALE CALLER
(over radio)
I'd rather just have held hands for a minute with a man who really loved me.

MARY
(dealing cards)
She should hold her tongue,
That's what she should hold.

BESS
(to radio)
I'm with ya, honey! We single girls have to stick together!

BESS
You're lucky, Mary. You've got Ben. Everybody should be so lucky.

Cont.

29 Cont.X

MARY
I know. I tell myself I'm lucky. And I thank God every day.

ROSE
What about your husband, Bess? He's not good enough for you.

ALMA
Paulie's been dead for six years, Rose.

ROSE
No one tells me naything naymore. Why doesn't anybody tell me? When is the funeral?

ALMA
(gently)
Think, Rose. You're not using your mind.

MARY
She's trying.

Bess SHUSHES them, turns the RADIO UP.

FEMALE CALLER
(over radio)
They never call back. If one of them would call back, I'd go out with him again.

Cont.

29 Cont.1

RADIO PSYCHOLOGIST
(over radio)
Maybe you're just attracting the wrong kind of man.

FEMALE CALLER
(over radio)
But I've tried every kind of man...

Mary, Alma ROAR with LAUGHTER.

ALMA
She must be worn out. X
(looking across lawn)
Here comes the Wild Bunch.

THE WOMEN'S P.O.V. 30

as Art, Joe, Ben trudge toward them...three proud geriatric "outlaws" in beach clothes, carrying wet towels, wearing wide-brimmed straw hats.

ALMA
I worry about them, going next door like that.

MARY
It's not exactly Mount Everest they just climbed.

BESS
(bragging)
Art said he'd take me along one day, maybe next week.

Alma and Mary turn toward Bess with some surprise.

BESS
(very poised now)
We're just good friends.

EXT. TOWN DOCK - SUNSET BEACH - NIGHT 31

It's a typical Florida small town marina and municipal dock. There are lots of pleasure craft, a few fishing boats and a bait shop-gas pump at the end of the pier. Lights from the town glitter on the water. The SURF CRASHES gently. A few weekend Sailors putter about their boats, tie them into mooring for the night.

Cont.

31 Cont.

CLOSER NOW, we SEE a twenty-five-year-old man, JACK BONNER, on the deck of his big, old, weather-worn cabin cruiser, the Manta III. His boat sleeps eight, appears durable, but has obviously seen better days. It looks as though it was once a millionaire's pleasure castle/fishing boat, back in the 1950's. Jack is bright-eyed, durably fit, in his jeans and a T-shirt. His manner is somewhat manic. His boat keeps him very busy, which suits his energy level perfectly. Jack and his boat are heading towards dock. On board are three very unhappy fishermen, the most unhappy of whom is named SALVATORE. Jack starts to tie up the boat.

JACK
(all smiles)
All in all, that was a pretty damn crappy day at sea, wasn't it guys?

SALVATORE
You stink.

JACK
Well, you know, it's the great unknown out there.

SALVATORE
Here's half your money.

JACK
Half!

SALVATORE
Do you see any fish on this boat? Do you see one lousy fish? You're lucky to get half. I'm an angel to give you half.

JACK
I can't do business like this! This totally disrupts my cash flow.

The DOCK MASTER comes to the boat.

DOCK MASTER
Bonner. You got my Goddamn money now? X

JACK
Oh for Christ sake.

DOCK MASTER
'Cause if you ain't got it, you ain't tyin' up here tonight.

Cont.

JACK
Wait a second.
(to guys)
Look, I don't wanna get rough here.
But I'm not taking half.

SALVATORE
Fine. Give it.

Salvatore starts to grab the first half of the money back. Jack jerks it away.

JACK
All right. All right. Jesus.

As Salvatore and the others get off the boat, Jack gives the money he does have to the Dock Master.

JACK
Here you go, Kirk, you bloodsucker.
Now I've got nothing to live on.

The Dock Master snatches the money, turns and goes. Jack stares after him with real concern.

JACK
You're not going to actually take
my money are you?

The Dock Master nods "yes" and keeps walking.

JACK
(panicked
now)
You're going to leave me five
dollars aren't you?

The Dock Master doesn't miss a step as he shakes his head "no."

JACK
That money'll bring you no pleasure,
I promise you. You <u>try</u> and sleep
tonight.

Cont.

31 Cont.2X

During the above, THREE MEN and a WOMAN walk toward Jack, toward his boat. They stop and wait patiently. Jack hasn't yet registered that they are there. These people look like sophisticated out-of-towners. They are wearing elegant, expensive tropical-weight cruise wear, appear to be genteel and prosperous. They are: A handsome older man with an air of dry wit, subdued manner, and a great intelligence; a beautiful young woman with curious eyes, a detached self-absorbed manner; and two athletic-looking younger men.

JACK
(shouting after Dock Master)
How about 'Thank you"?

The eldest man, WALTER, clears his throat, addresses Jack.

WALTER
We'd like to hire your boat.

Jack continues to focus on the Dock Master.

JACK
(to Walter)
Hold on there, friend.
(yells to Dock Master)
You don't think long-term, Kirk!

WALTER
(firmer now)
Son, the boat.

Jack ignores Walter, watches the Dock Master leaving.

JACK
You could very easily end up losing my good will! X

Jack notices the young woman, KITTY. This draws his attention.

KITTY
We'd like like to rent your boat.

JACK
Seriously? X

WALTER
It would be for twenty-seven days. Would that be too long for you?

Cont.

JACK
(charming now)
Come aboard. Twenty-seven is my lucky number.

INT. BELOW DECK - NIGHT 31-A

JACK
Well, take a look around. I can sleep eight, so you should be pretty comfortable and if you've got a longitude and latitude, I can get you there. If you don't, I can still get you there.

WALTER
We know a great dive spot, and we've got a map.

JACK
Great. X

Kitty, Walter, and the two others, PILLSBURY and DOC, really do start examining the boat, systematically checking out every detail on the deck as though they were preassigned a section to explore.

JACK
(almost to himself)
We can talk price later.
(noticing their meticulous examination)
I haven't dusted in a while.

They do not seem to hear him. Jack watches them curiously now. They appear odd, somehow off-center. Not like criminals, just very foreign, as they scurry down the stairs, below deck, one by one.

JACK
(calling after them)
Of course, if you look at anything close enough, there are bound to be flaws.
(beat)
I'm an experienced tour guide, deep-sea fisherman, scuba diver...
(to himself, relieved)
who will actually eat tonight.

EXT. SHUFFLEBOARD COURTS - DAY 31-B

A bunch of old folks are playing shuffleboard. Among them are Ben, Mary, Alma, Art, and Bernie. Rose is off to the side, rambling to Joe about things from the past. Joe listens rather uncomfortably.

BERNIE
(checking position of discs)
You're out of the kitchen!! Out of the kitchen!!!

As play continues:

MARY
(nudging Ben)
Look who's left home again.

Ben looks, and here comes little DAVID, towards the shuffleboard courts. Ben and Mary are both happy to see him. David is the one we saw in the first SCENE at the telescope. He's shy, sort of looking at his feet as he lopes towards them. Everyone at the courts notices David. They all know him. Greetings come up all around.

DAVID
(hugging Ben and Mary
Hi, Grandma, hi Grandpa.

ANOTHER ANGLE - BERNIE AND ALMA 31-C

BERNIE
He's always over here. Does this kid have any home life or what?

ALMA

Bernie, his parents are divorced, his mother works...

BERNIE

Hey, I'm an orphan. Do I go around asking for breaks?

BACK TO BEN AND MARY AND DAVID 31-D

BEN X
You came straight to the courts?

DAVID
It's Thursday.

BEN X
Boy knows our schedule.

MARY
(to David)
Did you happen to let your mother in on where you'd be?

DAVID

Yeah, I left her a note this time. She won't be mad.

MARY
She'll be mad.

BEN
One of us'll call, maybe you.

31-D Cont.

ART
(to David)
We're swimming later and there's room left for one little boy.

BEN
I'll see if I can scare you up a bathing suit.

David pulls down his fly for an instant to show he's already wearing a bathing suit.

ART
The Navy could use men like you.

OUT 32-35

EXT. GATE - RETIREMENT COMMUNITY - DAY 36 X

Ben, Art, Joe, and David work their way through the gate. Then they stop, seeing something that displeases them.

THEIR P.O.V. 37

The four strangers from the boat, now wearing extremely "natty" golf clothes, are walking out of the pool house with a REAL ESTATE WOMAN who is fashionably gaudy, wears lots of gold jewelry, carries a clipboard.

CUT TO:

EXT. ESTATE - DAY 37-A

REAL ESTATE WOMAN
The property has been tied up in an estate for over three years now. And, of course, they really want to sell. They don't want to lease it long-term at all.

WALTER

We want the place for twenty-seven days. `As is' would be just fine. We're cousins. We like to vacation together informally. As long as there's a pool, we've got everything we need.

Cont.

37-A Cont.

REAL ESTATE WOMAN
Seventy'five hundred for the month plus the pool man, utilities.

WALTER
Oh, we won't be needing the pool man. I do that myself. They always throw too much chlorine in. My eyes are kind of sensitive.

REAL ESTATE WOMAN
But lovely.

OUT 37-B
37-C

ANOTHER ANGLE

In the bushes, Art, Ben, Joe and David have heard it all. As the Real Estate Woman and Walter and the others move off.

BEN
Damn!

ART
Clubhouse is closed, boys.

JOE
Maybe they'll give us permission to use the pool. We could pay a fee.

ART
Wouldn't be fun if we had permission.

Ben stares at the house, saying "Damn" again under his breath. He kicks a rock.

OUT 38-
39

EXT. OPEN SEA - DAY 40 X

There are still scattered fishing, pleasure vessels in the area as the Manta III cuts a quick path across the ocean, followed by a small herd of dolphins. Jack notices the dolphins and looks at Kitty.

INT. BRIDGE - MANTA III - DAY 41

They are around the reefs now, near the Bahamas. Walter holds a pen-and-ink-drawn map marked with a set of coordinates which Jack consults as he navigates the boat toward a specific spot on the ocean.

The shoreline of a Bahamian island is VISIBLE in the distance, no more than five miles away. Jack navigates carefully, adjusts their position.

Cont.

41 Cont.

JACK
This is it.

Walter smiles but the tension in his face tells us he is not light about this.

Jack CUTS the ENGINES, coasts to a stop. Then he sees something on his instrument panel, stares increduously.

JACK'S P.O.V. 42

as his compass spins faster and faster, WHIRRING LOUDER and LOUDER.

BACK TO JACK 42-A X

A metal ball-point pen slips out of Jack's shirt pocket, flies toward the compass, into its glass dome. Now a small transistor radio and a can of WD-40 slides toward the compass. Jack leans in and his gold neck chain is drawn toward the compass also.

Terrified, Jack throws the ENGINES ON, moves the boat forward a few yards.

The compass slows down, the WHIRRING SOUND SOFTENS.

Incredulous, Jack edges his boat back toward its original spot.

Again, the compass starts to speed up. Jack immediately moves the boat forward again. The compass stops. The sound dies completely. Walter eyes Jack seeing the equipment. Walter knows he has to do something.

WALTER
(angry)
What the hell's going on here? X
You got a problem with your
boat? Stuff's spinning around here!

JACK
(nervous)
No problem. Everything's terrific. X
Must be magnetic fields or something.

Walter grabs Jack in a bear hug.

Cont.

42-A
Cont.X

WALTER
Sure it is. Just kidding, had you scared there.
(hugs him tighter, friendly)
We're in the Devil's Triangle!

Walter pats Jack on the back now, smiles charmingly at him. Walter climbs down to the lower deck, joins the others as they prepare to dive. Fearing for his safety, sanity, Jack watches his "guests" extremely intently. He looks overboard.

JACK'S P.O.V. 43

as six dolphins wait patiently by the side of the boat, as though a prearranged rendezvous were about to take place.

Disconcerted, Jack looks up at the sky, then toward his compass. He is feeling extremely disoriented now.

EXT. DECK - MANTA III - DAY 44 X

Gulping from a bottle of beer, Jack paces nervously as Doc, Walter, Pillsbury, Kitty prepare to dive.

Pillsbury and Doc work meticulously, setting up an eerie looking back box which EMITS ECHOING BEEPS along with flashes of BRIGHT RED LIGHT. The SOUND and LIGHT are unique, create GENTLE REVERBERATIONS.

Jack watches curiously. Something seems off about all this, but he puts on a good show, not seeming suspicious at all.

JACK'S P.O.V. 45 X

as Doc struggles to adjust the equipment, using various unusual space age looking tools. There are neither words nor eye contact passed between Doc and Pillsbury, but still Pillsbury continuously places the correct tool into Doc's hand at the right moment, even though Pillsbury can't possibly see what Doc is doing. It is uncanny.

Jack turns toard Kitty, who is watching him carefully. Feeling awkward, he smiles at her. She smiles back at him.

Doc, Pillsbury, Kitty and Walter dive into the ocean. Jack watches them from the deck. There are still a number of dolphins around the boat. As Doc and Pillsbury hit the water, two of the dolphins dive below, disappear underwater. As the other divers now swim beneath the surface, the rest of the dolphins follow after them.

Jack is transfixed and surprised by dolphins so close to boat.

Cont.

The surface of the water goes flat immediately. No bubbles are rising from below. It is as though his "guests" do not need air at all.

Disturbed, Jack drains his beer. He casts his fishing line out, strains to relax, take some sun, enjoy his free afternoon on the ocean.

OUT 45-A

DISSOLVE TO:

INT. DMV - DAY 45-B

Ben, Mary, and David are here. Ben is taking his eye test.

BEN
That's an `E'.

CLERK
Next line.
The next line is "P" and "Q".

BEN
Looks like an `F'.
Mary and David suffer for Ben.

CLERK
Do you have another pair of glasses?

BEN
Nope. These are my glasses.
(defensive)
And that's an `O'. An `F' and an O'. X

CLERK
What about the next line? Can you read any of those letters?

BEN
(squints)
Hell, that's too small for anybody to read. Listen, let's not forget how big highway signs are!

INT. DMV - LATER 45-C

Ben, Mary, and David are just finishing up at a counter. This is the end of Ben as a driver. They've just taken his license away.

BEN
(to Clerk, reading nametag)
John Mathews! I can see well enough to read your name. And it's going on a letter of complaint!

45-C Cont.

CLERK
Tom Wallace. Write your letter.

As they walk away, Mary puts her arm around Ben's waist.

MARY
We never drove all that much anyway, Ben.

DAVID
(excited)
Are you really going to talk to your Congressman, Grandpa?

BEN
No, David. I'm way out beyond the reach of democracy. Just like you.

MARY
Ben, don't start in.

INT. BEN'S GARAGE - DAY 45-D

Ben is covering his beloved Packard with a tarpaulin. David is helping him.

BEN
I've driven everything on wheels. I made my living around heavy equipment. Oil trucks, steamrollers, you name it, I've driven it. Never a mishap.

DAVID
Maybe you could write a letter to somebody in government. Tell them that.

Ben smiles. His rage softens. He looks at David.

BEN
David, I just can't see well enough to drive. X

Ben pulls the cover over the hood of his car. David feels a lot of sadness for Ben, which Ben senses. He changes the subject.

BEN
So, how's that girlfriend of yours?

Cont.

DAVID
She's not my girlfriend. She just followed me that day. I don't like her at all.

Ben grunts. Susan drives up to the house. She's a ways from Ben and David.

SUSAN
Hi Dad. Hi David.

Ben and David ad lib shouted hellos.

SUSAN
Want to go out for dinner?

DAVID
Sure!

BEN
Long as it isn't Italian food.

SUSAN
Chinese.

BEN
I'll get Mom. C'mon.

Ben and David finish with their tarp, as:

BEN
Y'know, one of these days you're going to have to make a friend your age, David.

DAVID
I don't like the kids my age. I like it here. I screw up a lot less when I'm around you guys.

BEN
Sure, you like it here because we baby you.

DAVID
I don't wanna be babied, it's just that a lot more things bother me than the other guys.

BEN
David, your trouble is you think too much. And that's when a guy gets scared.

45-D Cont.1X

DAVID
Y'know, when I look back on my life and think of all the things I didn't do because I was scared to do them...

BEN
Adds up.

DAVID
Nobody likes being scared.

During the above, Ben and David have finished with their tarp and walk to Susan's car, with Mary and Susan coming out of the house.

MARY
(shouting to Ben)
We're going to try the new Italian restaurant and that's that!

Ben mutters as he approaches Susan's car, with Mary and Susan coming out of the house.

BEN
(to Susan)
Hey, Suze, did Mary tell you the government is forcing her to drive instead of me? With her arthritis?!

MARY
I think I'll survive.

OUT 46-49

EXT. DECK CABIN CRUISER - DAY 50

They are still anchored at the same spot. Jack is standing, leaning over the rail, looks down at the water. He is nervous. He checks his watch. X

JACK
(into water, imaginary conversation)
What are you guys doing down there so long! You've drowned. I know you've drowned. Shit! X

EXT. UNDERWATER - DAY 51

Doc and Pillsbury ride on the backs of a pair of dolphins. Between them, they carry a large object. It looks like a huge cannister-shaped stone, covered with a heavy crust of barnacles, seaweed and sediment. They have a thick bag-like pouch with clasps that they slip the stone into and close. Walter and Kitty swim by with another stone, already pouched.

A81

52 Cont.

Then Walter and Kitty surface, too. Jack paces, appears upset, relieved as he now prepares to lower a ladder to help them aboard.

JACK
(calling out to Kitty and Walter)
I was getting worried. Aren't those half-hour tanks you have on?

WALTER
(climbing aboard)
How long were we down anyway?

JACK
Over forty-five minutes!!!

WALTER
These tanks are made of graphite. We overfilled them a little.
(shrugs)
Maybe I trust them too much. I'm kind of a sucker for high technology.

JACK
(still alarmed)
Do me a favor. Keep an eye on your wristwatch next time! Don't push your luck down there. Don`t push my luck. X

Jack is shook, tries to make it make sense. Now Doc and Pillsbury break the surface. They are no longer on Dolphins. Doc and Pillsbury are carrying a stone-filled pouch. The Dolphins now watch them attentively, almost like a military escort. Kitty helps Doc and Pillsbury hoist the heavy object onto the deck.

JACK
(underplaying it)
They look pretty big.

WALTER

Pretty big.

JACK
Guess you don't need a hand.

WALTER
No, we're doing okay.

Then Jack eyes the Dolphins. The Dolphins splash Jack.

EXT. WATERS NEAR SUNSET BEACH - DAY 58

The Manta III is heading back to shore. The coast water is dotted with pleasure vessels...sailboats, yachts, cabin cruisers, rowboats, water-skiers.

OUT 59

EXT. GROUNDS - RETIREMENT COMPLEX - DAY 60

Art, Ben and Joe walk by the ocean. Through binoculars, they watch the Manta III as it docks.

THEIR P.O.V. - THROUGH BINOCULARS 61

as Doc and Pillsbury carefully carry their heavily wrapped treasure off the boat, down the dock and into the pool house. Doc and Pillsbury are, as usual, being playful with each other. Walter, as usual, reprimands them as:

BEN
What the hell is that?

JOE
What do we care?

BEN
(shaking head, sure of himself)
They must be drug smugglers. They made a pickup at sea.

ART
It's possible.

JOE
Should we tell somebody?

Art LAUGHS.

ART
No.

BEN
(resolute)
If that's the kind of thing our new neighbors are doing, the I don't think we're in the wrong using the pool house while they're gone.

ART
You think it's safe?

Cont.

61 Cont.

BEN
What are they going to do? Arrest us for trespassing?
(sarcastic)
We're harmless old men. We couldn't hurt a fly. Right?

JOE
Who knows what kind of people they are.

BEN
When was the last time any of us risked anything?

ART
Ben's right. I'm in.

Joe studies his two friends, sees their resolve.

JOE
What the hell.

FADE TO:

EXT. DOCK - ESTATE - DAWN 62

Jack, Doc, Pillsbury load tanks, provisions onto the Manta III.

EXT. GROUNDS - REST HOME - DAWN 63

Out for an early morning constitutional, Ben Luckett walks casually along the waterfront.

BEN'S P.O.V. 64

as Kitty and Walter board ship; the Manta III sets off.

Ben smiles to himself. His step lightens visibly as he strolls along the shore, watches the first glint of sun pierce the horizon.

EXT. EDGE OF GROUNDS - ESTATE - DAY 65

Ben, Joe and Art struggle through the locked gate once again.

OUT 66

INT. POOL HOUSE - DAY 67

The three men are staring into the bottom of the deep end of the pool where the stone containers from the ocean floor now sit. Ben puts his toe in the water.

Cont.

67 Cont.

BEN
Boy, that's warm.

JOE
(pointing to stones)
What the hell are those?

Art picks up a long pool brush, drops it in the water, touches it to a stone, which ECHOES RESONANTLY as he taps it.

Ben strips off his shirt, goes into the pool. Art and Joe both look reluctant.

JOE
(grins)
If your friend Ben Luckett decides to jump off the top of the Empire State Building, are you going to go and jump off, too?

Art unbottons his shirt, kicks off his sandals.

ART
I have my pride.

Art goes in, then Joe gets in too.

DISSOLVE TO:

THE THREE MEN 68

are taking a break from swimming. They swim over to the side of the pool. Ben is passing out cigars, lighting everybody up. It's odd to see them all in the deeper water rather than their usual perch down at the shallow end.

BEN
I feel great!

JOE
Me too.

BEN
You wouldn't be bullshitting me?

JOE
(amazing himself)
I'm telling the truth.

Cont.

68 Cont.

ART
(to Ben)
Why shouldn't he feel good? This is wonderful. I'm ready to take on the world.

He shouts for joy.

DISSOLVE TO:

THE THREE MEN 68-A X

are just finishing swimming. Joe and Art climb out of the pool. Ben is still swimming laps.

ART
Come on, Ben.

JOE
How many of those have you done?

BEN
(swimming)
Thirty or forty. I've lost count.

OUT 69

EXT. EDGE OF GROUNDS - ESTATE - DAY 70

Ben pushes the gate open by himself without the usual struggle. He holds it so that Joe and Art can slip through. Something has happened to the three men.

ART
Goddamn, do you feel good?!

Cont.

70 Cont.

BEN
Great!

ART
Goddamn!

JOE
I haven't felt this good in years. X

EXT. GROUNDS - RETIREMENT COMMUNITY - DAY 70-A

They walk sharply, fast now. Joe goes out of his way to leap over a two-foot-high wall. Joe is amazed at himself.

ART
(sings)
I'm in the mood for love
da-da-dum-da-da-da...

BEN
(to Joe, about Art)
This guy is going to be playing the field until the day he drops.

Art's eyes gleam but he maintains a poker face.

ART
(winks)
I'm kind of old for that kind of thing.

JOE
(waving hand)
Age isn't everything.
(pointing to skull)
Anyway, it's all up here.

BEN
(pointing to his head)
Some of it's here.
(pointing to his crotch)
And some of it's down there.
(beat)
Which, confidentially...
(amazed himself)
...is like a rock.

ART
You too?

Cont.

70-A

JOE
Gee, I thought I was the only one.

All three men are at a loss, but don't bother to think about it, they just scamper off.

INT. BEDROOM - JOE AND ALMA FINLEY'S APARTMENT - NIGHT 70-B X

The furniture, wall hangings are all "fifties" modern. Joe Finley is alone in bed, wearing striped pajamas. As he watches Alma button up her nightgown and get into bed, Joe appears vital. His eyes gleam.

ALMA
Good night, dear.

JOE
Are you tired?

Alma, SIGHS, flips back the bed.

ALMA
Aren't you?

JOE
I'm wide awake.

ALMA
What's wrong?

JOE
Nothing.

Joe edges over to one side, pulls back the covers for Alma.

ALMA
Oh...

Alma gets into bed with Joe.

EXT. FRONT DOOR - EFFICIENCY APARTMENT - NIGHT 71

Dressed in a white suit, a pale blue shirt with a white collar, a bow tie, boutonniere in his lapel, bouquet of flowers in his hand, Art Selwyn hesitates as he is about to push the doorbell. Finally, he RINGS.

INT. EFFICIENCY APARTMENT - NIGHT 72

In her nightgown, Bess McCarthy throws on lights, goes to the door. Her place is done in pinks and deep reds with Oriental accessories, old theatrical posters on the walls.

72 Cont.

ART
(singing)
'Some enchanted evening...
You will meet a stranger...'

OUT 73

INT. BEDROOM - BEN AND MARY LUCKETT'S APARTMENT - NIGHT 74

Ben awakens, reaches out for Mary. All he can take hold of is a pillow. Mary is not there. Sitting up in bed, he HEARS the SHOWER.

INT. BATHROOM - NIGHT 75

Ben enters, opens the shower stall door, steps in with his wife. We SEE their silhouettes through glass.

MARY
(o.s., shocked)
Ben!
(protesting)
Ben!
(passionately now)
Ben!

We can SEE that they are kissing, hugging as the water sprays against their silhouettes.

INT. JACK'S CABIN - MANTA III - NIGHT 76

Fast asleep, Jack slowly awakens. There is an intense, high-pitched WHIRRING SOUND in the air. It is somehow PLEASANT and SEDUCTIVE, not a hard, mechanical sound, but it is still LOUD, very disconcerting.

Concerned, Jack rises, pulls on a pair of jeans, grabs a flashlight and moves out his door in the darkness to investigate.

EXT. DECK - NIGHT 77

Jack moves cautiously. The darkness has a unique texture. Something very bizarre, something tangible is in the air. Jack senses it, stops, listens.

The SOUND GROWS LOUDER now as Jack slowly crosses the side of the deck, goes around the bridge. Now, the glowing light becomes ever brighter as he moves forward.

Jack stops suddenly. He is shocked, terrified.

JACK'S P.O.V. 78

as three brightly glowing, hairless, smooth-skinned "humanoid" creatures, with heads and faces shaped like those of a human infant, APPEAR in the distance. They levitate a few feet off the deck as they emanate this WHIRRING SOUND in unison. Most incredibly, the three creatures bear a great resemblance to Kitty, Pillsbury and Walter. It is as though they are doing an extra-terrestrial levitation ballet, making COSMIC MUSIC, like a celestial chorus under the stars on the open sea in the moonlight, dancing on thin air above the surface of the water.

Terrified, Jack backs away. The beauty of this scene, the DAZZLING GLOW overwhelms him but he is terrified. Jack thinks he's going insane.

Though fearful, Jack is drawn to it now. He starts walking closer to the light, to the dancing glow of these Beings.

Suddenly, from behind him, a glowing "hand" touches Jack on the side of his neck and Jack passes out immediately.

A glowing humanoid lifts Jack in his arms, carries him back down below deck.

INT. JACK'S CABIN - MANTA III - DAY 79

Morning sun shines on Jack's face as he awakens. Jack groans as he groggily recalls his sleep's interruption and shakes his head incredulously.

INT. GALLEY - DAY 80

Kitty, then Walter, pass by Jack as he makes himself instant coffee, using several teaspoons of coffee granules for an extra-strong cup of morning coffee.

JACK
(still sleepy)
Boy, I had the strangest dream last night.

Kitty and Walter come back to the door to the galley. They watch Jack carefully.

WALTER
So did I. Want to describe yours?

JACK
Well, it was...
(thinks better of it)
... Nah, it's too silly. What was yours like?

Cont.

80 Cont.

WALTER
Mine was silly too.

KITTY
Astrologically speaking, last night was a weird night.

JACK
Boy, I could believe it.

Gripping his extra-strong coffee, Jack walks off. Walter and Kitty glance at each other. Their minds appear to be in total sync.

EXT. PATIO AREA - RETIREMENT COMPLEX - DAY 81

Mary, Bess, Alma, Rose are at their usual mah-jong table. Rose is trying to set up. Alma helps, making sure misplaced tiles go where they are supposed to. Mary, Bess and Alma all look radiant. ROMANTIC EASY-LISTENING MUSIC BLASTS from their RADIO.

ROSE
Why is everybody so quiet today? You're all off in another world or something.

MARY
(shrugs carelessly)
I was just thinking to myself.

Mary, Bess and Alma now glance at each other. Something unspoken passes between them. They don't even know what it is yet.

ALMA
(humming softly)
Me, too. I'm just thinking.

Bess grins openly, watches the other ladies as they pick up their cards, start to get into the game.

BESS
I'm feeling so nice today. I can't even tell you.

Slightly surprised, Alma and Mary glance up at Bess as she winks at them.

EXT. APARTMENT - DAY 81-A

Ben is fast-walking out of his apartment, ready for the pool. He heads swiftly for Joe's apartment, knocks on the door, pokes his head in.

BEN
A81 Joe.

INT. JOE'S APARTMENT - DAY 81-B

Joe is sitting in a chair, wearing his bathing suit, all ready to go, like a track star on the starting blocks. As soon as Ben pokes his head in, Joe bounds out of his chair and runs to the door.

EXT. GROUNDS - DAY 82

Now Ben and Joe are walking briskly across the lawn. Art falls into step with them and they move faster and faster, gain momentum. THEY ARE ALMOST RUNNING BY NOW.

JOE
Thinks it's cocaine in the pool?

BEN
Might be.

But it doesn't slow them at all.

INT. POOL HOUSE - DAY 83

Ben, Joe and Art stare into the pool. They have some trepidations before going in.

ART
What if we O.D.?

BEN
I'll watch you, you watch Joe, Joe watches me.

ART
Perfect.

The three men dive in.

MONTAGE SEQUENCE 83-A

Ben, Joe and Art are going nuts with delight in the pool. This MONTAGE SEQUENCE finds them splashing around in a carefree childlike way. They: splash each other; throw one another in the pool; do circles of diving off the diving board; dive into the pool while trying to catch a basketball thrown by one of the others; do flips off the diving board. Giggling and laughing and shouting. These three are having the time of their lives.

OUT 84-87

(NOW SCENES 97-A THRU 97-H) 88-88-D

OUT 89

EXT. MANTA III - DECK - NIGHT 90 X

Jack paces the deck. Dolphins pop out of the water, as Doc, Pillsbury, Walter and Kitty start to dive.

The six dolphins wait, poised in a circle by the side of the boat as Doc, Pillsbury, Kitty, and Walter dive, disappearing underwater.

Jack watches them fixedly from the edge of the deck, then turns his attention to the strange black box we have seen in earlier scenes on the boat. Jack goes near the black box to investigate and a piercing alarm goes off. Jack jumps back. The piercing sound stops.

OUT 91-
92

JACK'S P.O.V. 93

as the same dolphin who splashed Jack lingers again, watches Jack.

Annoyed, Jack thrusts his middle finger at the dolphin.

The dolphin raises its head haughtily before disappearing into the deep.

Picking up his toolbox, Jack moves to the engine room, enters, SLAMS the DOOR angrily behind him.

JACK
(to himself)
I'm crazy. Right? I'm totally insane!

Further from the boat, we SEE the same dolphin, still apparently watching Jack very carefully.

INT. MANTA III - NIGHT 93-A

Jack is snooping around where the cocoons are being stored. He tries, fails to get their covers off them. He hears footsteps, tries to look busy repairing an oxygen tank. Kitty approaches. It's obvious to Jack that he's sort of caught.

JACK
(to Kitty, indicating
stone cocoons)
You've got those things pretty well covered, don't you? Looks air tight.

KITTY
Can't tell you what's inside. Sorry.

JACK
Hey, listen, I'm the captain. Technically speaking,I have to know what's in there.

Cont.

KITTY
What we're doing is supposed to be secret.

JACK
Hey, listen, the maritime oath I took forbids me to even reveal your names to anybody. So why don't you just tell me.

KITTY
(sighs)
All right, but you can't let the others know I told you.

JACK
They'd have to torture me. Not a lot, but they would have to use some torture.

KITTY
Nerita peleronta. X

JACK
Ner... X

KITTY
Nerita peleronta. X

JACK
What's that?

KITTY
Giant snail shells.

JACK
Giant snail shells?

KITTY
They're very rare. It's for the museum in Orlando. The Museum of Ichthyology.

JACK
Oh, yeah. I've been planning to go.

Jack is disappointed. He accidentally drops the oxygen tank on his foot. Swearing to himself, he hops around, trying to keep his injured toe off the ground.

KITTY
Let me help you.

OUT 94-95

EXT. MANTA III - DECK - NIGHT (FORMERLY SCENE 98) 95-A X

The night sky is clear, full of stars. The moon shines brightly. Jack leans on Kitty, hops on one foot as they move toward a pair of deck chairs.

She sits down across from him, takes his injured foot onto her lap, skillfully massages it.

Jack leans his head back, closes his eyes.

JACK
That feels nice.
(pause)
You're not married, are you?

KITTY
No.

JACK
Involved?

KITTY
No.

JACK
Come on, those guys are good-looking. Not Walter, maybe, but you must have something going with one of those young guys.

KITTY
I'm not involved with anyone.

JACK
Let me ask you something...Would you do my other foot?

Kitty begins to massage his other foot.

JACK
We ought to go out and do something sometime.

KITTY
I don't know if that's such a good idea. I'm not like other women you've known.

JACK
That's good news. You're making me very curious about you.

KITTY
I don't know, Jack. What if I trusted you with something very private?

Cont.

JACK
I can keep a secret. I wouldn't tell anybody. Not even our kids.

Cont.

95-A
Cont.X

JACK
Look. You probably think I'm just trying to nail you. I'm interested in you as a human being. Really.

Kitty carefully replaces Jack's leg on the ground now. Jack leans forward to try to kiss her.

KITTY
I think I'd better go.

JACK
(to himself)
Yeah, I've got things to do too.

Jack watches Kitty walk down the deck, disappear into the engine room.

INT. DOCTOR'S OFFICE - DAY 96

The same youngish Doctor is behind his cluttered desk, staring awkwardly at a file full of test results.

But Joe Finley is grinning this time, and his wife, Alma, is smiling through her tears.

DOCTOR
And they didn't give you any other medication over at the home?

JOE
(proudly)
Not a thing.

DOCTOR
Well, I've never seen anything like this, Joe. This is a miracle. A complete remission.

JOE
I love to see you eat your words, Doc. Wanna arm wrestle?

INT. MEDICAL BUILDING - CORRIDOR - DAY 96-A

Joe and Alma leave the Doctor's office. Joe lifts Alma up off the ground, whirls her around in his arms.

OUT 97

SERIES OF SHOTS (FORMERLY SCENES 88-88-D) 97-A-97-H

A. A HAND
flushes an ornate, old-fashioned urinal.

B. THE HANDS
wash in an old-fashioned basin, dry off with a terrycloth hand towel.

C. THE HANDS
pick a cologne bottle off a tiled shelf lined with hair products. We SEE now that these are Art's hands, that he is in a big old-fashioned men's room complete with attendant and shoeshine man.

D. ART
slaps the cologne on his neck, slicks his hair back, admires himself in the mirror, preens.

Around him, other elderly gentlemen are doing the same. Including Joe and Bernie. Ben comes into the men's room with four boxes that contain corsages. Each man takes a box and the four of them leave the men's room. Bernie is reluctantly going along with this corsage business.

E. INT. COLISEUM BALLROOM - NIGHT
As the men leave the men's room. Mary, Alma, Rose and Bess are standing together. The men give the corsages to the ladies, and help pin them on. It's a beautiful evening, everyone in their finery. The ladies are full of question marks about what has been going on. They talk over the men's heads. The men are too busy admiring each other and getting with the music to overhear the ladies.

ALMA
(examining her corsage)
I'm going to go ahead and assume good will here.

MARY
I'm going to assume mental illness.

All kinds of older people sit at long tables between the dance floor and the bar. They drink and socialize. The dance floor is crowded with couple doing excellent forties dance steps to the ELEGANT BIG BAND SOUNDS.

F. ANGLE - BEN, MARY, JOE, ALMA, ART AND BESS
Art takes Bess' hand and leads her out to the dance floor, making their way through the maze of crowded tables. Joe's eye is roving towards the women. Mary sees that Alma is aware of Joe's roving eye. A look of understanding passes between Mary and Alma. X

Cont.

ALMA
(to Joe)
Why don't we dance?

JOE
(giving wife nowhere near full attention)
Huh? Sure.

Joe and Alma go off to dance, Joe still looking at a lady or two. Ben, in the meantime, is dancing in place. He's hyper.

BEN
I'm just raring to get out on that floor.

MARY
Do you need a drink or something to calm you down?

BEN
Me? I'm perfect. Let's dance.

Mary decides to go with it, and they head out for the dance floor.

G. ANGLE ON ART AND BESS
He's a great Arthur Murray-style dancer with some Fred Astaire flourishes. Bess falls in step with him beautifully after a bit of hesitation. Their dancing chemistry is wonderful. His eyes are full of her. She loves it but frowns, doesn't trust him, tries to be aloof but betrays her infatuation.

BESS X
You're a wonderful dancer.

ART
I think so. I'm very happy, Bess. X

BESS
This is all happening too fast.

ART
Are you talking about last night?

BESS
(smiles)
No, last night was fine.

Cont.

ART X
'Fine?'

BESS X
(knows he's
teasing)
Better than fine. Terrific. I'm
talking about in general, Arthur.

ART
Well, in general, I think we're
having a great time.

BESS
That we are. X

They dance off. X

Cont.

H. ANGLE ON BEN AND MARY

MARY
Will you still love me when I can't keep up with you?

BEN
I love you and you can't keep up with me now.

MARY
Oh, Ben, you're such a romantic.

(NOW SCENE 95-A) 98
DISSOLVE TO: X

INT. ENGINE ROOM - NIGHT 99

It is dark and dim in this cramped space. Jack uses a work light to illuminate the open engine as he fits the rocker assembly of one of the two big diesels into place. Grimacing, Jack works painstakingly, struggles to fit a part into place, succeeds.

Exhaling a deep breath, Jack rolls over onto his back, closes his eyes to take a moment's rest.

Then, there are FOOTSTEPS SOUNDING from above.

Curious, Jack gets up, moves quietly to a hole in the ceiling, peers through.

JACK'S P.O.V. 100

through a hole. This is Kitty's cabin. She is in front of a mirror, brushing out her hair.

Jack turns away from the peephole, picks up a tool to start work again. Frowning at himself, hesitant, he goes back to the peephole.

JACK
(muttering)
Reduced to a Goddamned Peeping Tom now, Bonner?

Jack turns away from the peephole. He is tormented, immobilized. Finally, he turns around again, peers in the hole in the ceiling once more.

JACK'S P.O.V. 101

as Kitty slowly rubs her arms, then pulls off her T-shirt.

Jack is turned on, tortured by the beauty of it, unable to stop watching, ashamed of himself, but unable to resist it.

JACK'S P.O.V. 102

as Kitty unzips her jeans, slowly exposes her midriff.

Gripping a wrench tightly with two hands Jack now stands on his tiptoes to move his eye ever closer to the peephole.

JACK'S P.O.V. 103

as Kitty pulls at her back. He sees her panties in her hand, but her lower body is o.s. Then she pulls at her back again and a blinding glare shines into Jack's face. In the extreme brightness, it appears that Kitty is pulling off her skin, removing her face like a mask, stepping out of her body as though it were a pair of long johns.

Eyes blazing now, Jack is stunned, confused, fascinated.

JACK'S P.O.V. 104

as the extreme brightness from Kitty's inner body subsides, turns to an ever-softening glow.

Appearing as a humanoid now, Kitty hangs her human body on a coat hanger as though it were an article of clothing. Her empty human mask seems to be staring straight at Jack now.

This is too much for him. Jack loses his balance. He slips, falls, knocks into his tool case. TOOLS, PARTS CLATTER LOUDLY as he falls backward with a THUD.

INT. KITTY'S CABIN - NIGHT 105

She HEARS the SOUND. Glancing around her quarters she sees the hole in the floor now, looks into it.

HER P.O.V. 106

as she sees Jack flat on his back, in shock, still staring up toward the peephole in bewilderment.

INT. HALLWAY - NIGHT 107

Kitty rushes down the hall. She's putting on her "human husk" hurriedly, then covering her naked "human" body with her bathrobe as she moves quickly upstairs toward the engine room.

OUT 108 X

EXT. DECK - NIGHT 109

Walter, still wearing his human husk, hurries toward the engine room, followed close behind by Doc and Pillsbury.

EXT. DECK - NIGHT 110

Doc, Walter, Pillsbury move slowly, quietly to the door, cautiously wait and listen outside with Kitty.

The door bursts open. Jack has the blow torch on full blast as he steps outside like an armed commando. His guests watch him warily. Jack glares at all of them, then points to Kitty, as he races across the deck, toward the winch to raise the anchor.

JACK
She's not normal. There's something very abnormal about her.

The winch doesn't work. Jack frantically tries to hand-operate it. To no avail.

JACK
I'm an open-minded guy. I've had all kinds of people on this boat. All races. All nationalities. All creeds.

Jack hurries up to the bridge, tries to START the ENGINES very quickly. Walter and Kitty follow him up to the bridge, listen patiently to him. The ENGINES GASP, refuse to start.

Very frightened, Jack stares at Kitty's face. He's appalled at what he sees.

JACK'S P.O.V. 111

of Kitty's pretty "human" face. It all looks fine except that one of her "human" ears is askew. It's on crooked.

JACK X
Oh my god!

Walter sees the problem, adjusts her "ear," sets it in place straight so that her human husk is on perfectly now. In shock, Jack observes this.

WALTER
(toying with Jack)
It's hard to know who to trust, isn't it?

Now, Walter scratches his eye. Jack scrutinizes him carefully. As Walter pulls on his bottom eyelid briefly, a shaft of light (like the glow) beams out from beneath his skin.

Terrorized now, Jack jumps away from them, scrambles down to the deck, jumps overboard.

EXT. OCEAN - NIGHT 111-A

Jack starts to swim away from the boat, then stops, realizes there is nowhere to go from here. Scared, helpless, he treads water, tries to collect his thoughts.

Cont.

JACK
I'm in the water. It's at night. They've got my boat. I'm far from shore. Shit!

Very suddenly, breaking the surface of the water right next to Jack is the dolphin from the preceding SCENES, who pops his head out of the water and laughs at Jack. A high-pitched laugh.

Doc and Pillsbury are giggling. Walter motions for them to throw a life preserver out to Jack. They do that. Jack reluctantly takes hold of it, allows himself to be pulled back to his ship.

They all try to help Jack up on board. Jack won't let them help him.

JACK
Let go! Let go! Keep your hands off me!

Jack climbs on board himself. Doc and Pillsbury continue to have a great time. Walter stops them.

OUT 111-B

EXT. DECK - NIGHT 111-C

Kitty holds out a towel for Jack.

JACK
Put the towel down. Just put it down and back away.

Kitty puts the towel down. Jack picks it up and wipes himself off with it.

WALTER
I'm sure you're bothered by what you've seen, but if you'll just relax...

JACK
I don't want to relax.

WALTER
Let us explain.

JACK
I don't want to know anything.

Walter moves towards Jack.

JACK
If you try to eat my face off, or take over my body, you're going to be very sorry. Very sorry, Mister.

Cont.

111-C Cont.

WALTER X
Face-eating? I've never heard of that. Is that a delicacy?

JACK X
No! Forget I mentioned it!

WALTER X
You're sure I shouldn't try it.

JACK X
Positive.

KITTY
Walter, Jack wants to be our friend.

JACK
(panicked)
Right, right, that's all I ever wanted to be.

KITTY
(to Jack)
Nevertheless, we do owe you an explanation.

JACK
Hey, you don't owe me anything. Honestly, not even the rental on the boat. It's free.

WALTER
We'll pay you. We're honest.

JACK
(still scared to death)
Of course you're honest. Did I ever accuse you of being dishonest? I accused you of being from another planet, but an honest planet.

WALTER
We're Antareans, Jack. We're from a planet called Antares.

Cont.

JACK
Yeah, that's pretty much what I figured.

WALTER
Jack, a hundred centuries ago, we had an outpost here on Earth until the First Upheaval...

JACK
Please. I think I'm better off not knowing.

WALTER
We were able to evacuate everyone except for my ground crew.

JACK
Your ground crew.

WALTER
And now we're back for them.

JACK
(pause)
I thought I've been around, but nothing like this has ever happened to me before.

WALTER
Jack, you can turn us in, or do some things to make it really tough for us, but we'll still get our friends back. And the only thing that would happen is we'd end up renting somebody else's boat.

JACK
I got left behind once at Coney Island ...I was 9. It was very heavy, for a 9 year-old. My parents finally came back for me.

Cont.

WALTER
We came back, too.

JACK
That's all you're doing, coming back for your friends?

KITTY
Jack, this is the most important thing we've ever done.

Jack is really taken with Kitty.

JACK
And you're not going to hurt me?

WALTER
All we need is to get our people and leave.

JACK
(more to himself than them)
And none of this is bad for America, I guess.

The answer to this is obviously no. Jack takes a pause, then:

JACK
Ridiculously, I'm in.

WHOOPS go up from all concerned. Everybody is happy, patting each other on the back, etc. Jack is still a little skittish. This is going to take some getting used to, but he's going to try.

OUT 112-113

EXT. GROUNDS - ESTATE - DAY 114

Ben, Joe and Art are lifting their physically declining friend, Bernie, through the gate. All are in bathing gear.

BERNIE
Remember, I said I'd look. I'm not promising I'll get wet.

JOE
Fine. Just look.

114 Cont.

BERNIE
(referring to gate)
By the way, right here is where a crime is being committed. Not by me because I'm being carried...

ART
Don't worry, Bernie, we'll take the fall for you.

Cont.

114 Cont. X

BERNIE
Aha, 'falling,' that's another thing. I fall and break my hip and I can't sue anybody.

BEN
You're going to thank us for this, Bernie.

ART
Trust us.

BERNIE
Are you forgetting I'm a furrier. Furriers know better. The last guy that said 'trust me' went bankrupt, leaving me with fifty thousand muskrat pelts that are still lying in a vault. 'Trust'.

Past the gate now, Art, Ben and Joe lift Bernie, raise him over their shoulders, carry him toward the pool house.

INT. POOL HOUSE - DAY 115

Ben and Joe are urging Bernie into the pool.

BEN
Come on, Bernie. You don't want us to push you.

JOE
It's nice and warm, Bernie.

Skeptical, Bernie stares down into the pool.

BERNIE'S P.O.V. 116

There are now a half-dozen "stones" on the bottom of the pool.

BERNIE
Rocks. What are rocks doing in a pool? In an ocean, fine. There I expect to see plenty of rocks. But in a pool, no.

He goes to the lounge chair, and sits down. Ben and Art shake their heads and dive into the water.

EXT. OCEAN - NEAR COASTLINE - DAY 117

The Manta III cuts a quick path toward the estate's dock.

INT. POOL HOUSE - DAY 118

Ben is swimming. Art is demonstrating to Joe how to do a double jackknife off the diving board. Bernie still sits.

EXT. DOCK - ESTATE - DAY 119

The Manta III coasts gently to a stop. Immediately, Doc and Pillsbury lift a "stone" off the boat, carry it quickly toward the pool house.

INT. POOL HOUSE - DAY 120

The three men are playing, splashing, laughing, having a great time. Suddenly, Bernie hears something. He tries to quiet the others.

EXT. POOL HOUSE - DAY 121

Silently, Pillsbury removes a set of keys from his pocket.

INT. POOL HOUSE - DAY 122

Simultaneously, Ben senses something is wrong, that someone is coming.

BEN
(jumping up)
Come on.

Joe and Art look at him as if he's crazy. They can't hear anybody, anything.

BERNIE
(hushed, rising)
There's somebody out there.

All three men jump out of the pool, gather up their clothes, dash around the poil frantically. Bernie jumps up, too, scared.

BERNIE
Right once again.

Finally, Ben finds a storeroom door open, waves his friends inside.

EXT. POOL HOUSE - DAY 123

Pillsbury inserts a key, opens the door.

INT. POOL HOUSE - DAY 124

Doc and Pillsbury seem to sense something as they carefully deposit the "stone" at the bottom of the pool, along with the others.

INT. STOREROOM - DAY 125

All four men are cramped into the dark, already crowded closet. Together, Ben and Art peer out into the pool area through an air vent in the bottom of the door.

Suddenly Art and Ben are amazed, speechless; they clutch each other fearfully.

Joe and Bernie see that something is wrong. They struggle to see out the vent, too. As they see out, their eyes glaze over.

All four men hold onto each other, clinging for their lives as they watch a spectacle unlike anything they have seen before.

BEN, ART, JOE AND BERNIE'S P.O.V. 126

Walter, Kitty, Doc and Pillsbury don't look human anymore. Their "human husks" hang on hooks against the wall. The four neighbors now appear as humanoid, other-worldly creatures. Their bodies are hairless, smooth, clean-looking. Their facial features make them look like jumbo-sized human babies, SOFTLY GLOWING adult-sized infants. Three of these humanoids (Doc, Pillsbury, and Kitty) jump into the pool.

Meanwhile, Walter hesitates, looks around the pool house in confusion; he is sensing something bizarre. Walter EMITS a DEEP HUMMING SOUND as he hurries toward the storeroom door. The other humanoids do not watch him, but they become completely still, begin to EMIT THE SAME ANXIOUS SYNCHRONOUS HUMMING SOUND. ALL FOUR HUMANOIDS GLOW BRIGHT AND THEN FADE, ALMOST LIKE BLINKING EMERGENCY LIGHTS. The physical therapy stops completely now.

INT. STOREROOM - DAY 127

Art, Ben, Joe and Bernie simultaneously back away from the door. They are terrified, panic-stricken, afraid for their lives now.

INT. POOL HOUSE - DAY 128

Walter pulls the storeroom door open. Watler's eyes connect with Ben, Joe, Art and Bernie.

Bernie runs out first. Adrenalin gives him speed he never had before. Joe and Art follow fast, Ben lingers momentarily, studies the humanoids for a brief extra moment, then follows in his friends' footsteps as they run out the door of the pool house.

EXT. ESTATE - DAY 129

All four men speed across the grounds, hurry toward the gate.

Waiting for his turn at the gate, out of breath, disbelieving, Ben glances back at the pool house for one last look.

BEN'S P.O.V. 130

as the unique silhouettes of the four humanoids are faintly VISIBLE, watching through the foliage-covered windows of the pool house.

INT. CORRIDOR - MAIN BUILDING - DAY 131

Alma and Mary run into the building, rush down the hall toward their husbands.

Bernie sits in a chair, breathes oxygen from a mask attached to a tank. He passes the mask to Art, who takes a hit, hands it to Joe. Ben gets it next. They are all panic-stricken, afraid, don't know whether or not to believe what they have just seen. Joe feeds himself some medication, washes it down with water. Mary and Alma rush over.

BERNIE
Begged you not to go. X

BEN
Get the police! X

MARY X
Bood pressure, Ben!

Dexter and Pine have run over.

ART
(to Dexter and Pine)
You've got to do something! There's things from outer space next door!

DEXTER
Calm down. Just keep sucking up that oxygen and they'll go back to their own planet.

Cont.

131 Cont.1

JOE
Get the police, you idiots! X

PINE
I'm not calling the cops because a couple of geezers saw some spacemen.

ALMA
If my husband says he saw people from outer space, they were from outer space! Get the Goddamn police!

INT. MAIN HOUSE - ESTATE - FOYER - DAY 132

The house appears extremely clean, very luxurious, completely unlived-in. There are thick carpets, rich wall coverings, high ceilings with elaborate plasterwork. Walter is leading a pair of YOUNG POLICE OFFICERS to the front door.

WALTER
...And then they must have made up this story to cover themselves.
(laughs)
I guess we'll all get to be that age someday.
(shared moment)
If we're lucky.

The Policemen laugh.

POLICE OFFICER #1
We're going to shoot back over to the home there and get this whole thing straightened out.

WALTER
Well, as long as they respect our privacy from here on in, there's no need to press charges.

POLICE OFFICER #1
Yeah, we'll keep 'em on their side of the fence.

They all walk out together.

OUT 133

INT. CORRIDOR - OUTSIDE ADMINISTRATOR'S OFFICE - DAY 133-A

As the Administrator, Mr. Stafford, walks the Police out of his office, Alma, Mary, a crowd of residents wait in the hallway for news.

133-A Cont.

MR. STAFFORD
Break it up! Break it up! The excitement's over. Come back down to Earth.

POLICE OFFICER #1
(to residents)
It's all a misunderstanding.

MR. STAFFORD
There are no E.T.'s next door.

Feeling like fools, Bernie, Art, Joe, Ben shuffle away from the office. Mary stands waiting. X

OLD MAN
(calls out, from down the hall)
Hey, Ben...they took you for a ride on the flying saucer?

Other residents LAUGH as they walk away, roll off in wheelchairs. Embarrassed, Ben doesn't say a word. Mary links arms with Ben, and they walk out with the rest of the group.

EXT. MANTA III - DECK - DAY 134

Jack is on deck. He is reading a book called THE COMPLETE BOOK OF EXTRA-TERRESTRIAL ENCOUNTERS. Kitty comes into view, starts working on the black box. Jack watches her. Kitty works a little, then glances at Jack. He smiles. She smiles. She goes back to work. He goes back to reading. He is hoping his book will give him some insights into this girl. Hearing a splash, Jack looks out at the ocean. X

JACK'S P.O.V. 135

as the same Dolphin we have SEEN before pops its head out of the water and stares at Jack. It is as if the Dolphin is smiling and MAKES a NOISE which SOUNDS LIKE "HELLO -- DO YOU UNDERSTAND NOW?"

JACK
(friendly)
Hungry, space cadet?

The DOLPHIN MAKES A "YES" SOUND".

Jack throws a sardine out to the water. The Dolphin jumps into the air, catches the sardine in its mouth, swallows it, seems to smile at Jack.

EXT. FENCE - GATE TO ESTATE - DAY 135-A

Ben, Joe and Art move tiredly to the fence, stare at the pool house in the distance. Cont.

A81

135-A Cont.

JOE
Well, we shouldn't be pigs about it. We gained fifteen years.

Art and Ben agree. There's a pause, then:

ART
Bess said we should call the National Enquirer. They pay for this kind of story.

BEN
Mary accused me of trying marijuana again.

OUT 136

DISSOLVE TO:

SERIES OF SHOTS:

INT. JOE AND ALMA'S APARTMENT - NIGHT 136-A

Alma, wearing a sexy nightgown, primps her hair in the bathroom mirror. As she enters the bedroom, approaches the bed, she finds Joe fast asleep, looking drained as he snores softly.

EXT. SHUFFLEBOARD COURT - DAY 136-B

Ben, Art and some other residents are on the shuffleboard court. They play the game slowly, almost in slow motion. Ben sweats. ART'S OPPONENT is about to score.

ART'S OPPONENT
This is more like the way you play. You've been on a hot streak, but I got you today.

Art sits down, tired.

ART
Guess you do.

EXT. GATE - DAY 136-C

Ben, Joe and Art are there, looking across at the pool house.

JOE
I wish I had the guts to go in.

Ben shakes the gate with impotent rage. They're very hurt. Art tries not to cry.

Cont.

136-C Cont.

BEN
I wish I'd never known about this place.

Joe just stares across gate.

DISSOLVE TO: X

EXT. OBSERVATION DOCK AOJACENT TO RETIREMENT COMMUNITY 137
- DAY

Ben, Art, and Joe sit on a park bench at the end of this long dock. They are despondent, subdued, stare out to sea; all seem to be completely out of gas now. X

THEIR P.O.V. 138

as the Manta III passes by as it approaches the estate to dock. Walter glances at the old men, then looks away, pretends he hasn't seen them, while Doc and Pillsbury seem to be observing the men with great fascination.

BACK TO GROUP 138-A

Bernie yawns. Joe's DIGITAL WATCH BEEPS. He glances at it, takes out a pillbox, feeds himself an assortment of medications.

Exasperated, Ben shakes his head. They get up, start walking back toward the shore.

Joe falters. His knees cave in. He starts to fall down. Ben and Art grab him by the arms, shoulders. They help him up, lead him back to the bench. Joe leans back, appears very sick again. He puts his hands to his stomach, grimaces. Ben observes his friend's suffering with grave concern.

BEN
This is ridiculous. I'm going to talk to them.

EXT. FRONT LAWN - ESTATE - DAY 139

Frightened, Ben works up his courage, walks with conviction to the front door, RINGS the BELL.

Outside the front gates, we SEE Art and Joe watching Ben warily from the sidewalk.

Pillsbury opens the door, says nothing.

BEN
I need to talk to the person in charge.

Pillsbury ushers Ben in now, shuts the door behind him.

On the sidewalk, Art and Joe glance at each other worriedly now.

INT. LIBRARY - DAY 140

Pillsbury leads Ben into a vast, starkly furnished high-ceilinged library where Walter waits expectantly. X

INT. LIBRARY - ESTATE - DAY 141

Pillsbury leaves. Walter shuts the doors.

WALTER
I'm not surprised you're here.

Ben stares hard at Walter, notes his twinkling eyes, the slightly off pallor of his complexion, the driven demeanor only partially masked by Walter's pressing amiability.

BEN
Look, you've got something in that swimming pool out there that a friend of ours needs, that all of us could use a little bit of, as a matter of fact. We don't need to know where you come from or what you're doing here, just let us use that pool.

Walter settles back in his chair, frowns at Ben, tries to figure him, finally SIGHS, draws in close to Ben.

WALTER
I know you have to take care of your people...Well I have to take care of mine.

BEN
I'm talking about saving a life.

WALTER
(angry)
And I've got forty lives I'm trying to save! And I'm running out of time! X

BEN
So are we. Listen, no one else in the world has to know about it. Just a very few of us need to use the pool.

Cont.

141 Cont.

Walter studies Ben.

WALTER
Why should I let you?

BEN
Which sounds better? A few old people in your pool once in a while? Or ABC, NBC, CBS, the Cable News Network, Rona Barrett, Steven Spielberg, People Magazine, the entire staff of the National Enquirer and the government of the United States of America all asking you what the hell you're doing here, where you came from, what size socks do you wear.

WALTER
(not at all worried, starting to like Ben)
We could handle that.

BEN
You could?

WALTER
We could.

Ben has lost. He knows it and starts to walk away.

WALTER
(sighing)
Hold it.

Ben stops.

WALTER
Every ten, eleven thousand years or so I make a terrible mistake. The last one was when I picked Atlantis as our base on this planet. Everyone else said use the North Pole. 'Too cold,' I said. Sinking never occurred to me. X

BEN
This is no mistake.

WALTER
You won't touch the cocoons.

BEN
No.

A81

WALTER
Use the pool.

EXT. GROUNDS - RETIREMENT COMMUNITY - DUSK 141-A

TIGHT ON Mary, Bess, Alma, Rose. They walk forward purposefully, appear excited, almost giddy.

MARY
I, for one, don't believe this alien crap at all.

ALMA
You don't believe your husband?

MARY
No.

ALMA
Well, I believe Joe. I believe him and I'm scared.

BESS
I don't believe it and I'm still scared.

MARY
I guess I'm just a lot less gullible.

ALMA
(angry)
Mary, you have got a lot of nerve calling me gullible. I have more horse sense than you ever had. I.....

ROSE X
(angry)
Are you calling me gullible? My mother used to call me names! In FACT MY BROTHER used to call me.....

BESS
(stopping the battle)
Ladies, let's see it with our own eyes. Come on.

They all move forward.

MARY
All right, let's meet the aliens. X

ALMA
I only hope we don't say the wrong thing to them.

BESS
Alma, what would be the right thing to say to an alien being from outer space? X

ALMA
I'm just going to handle it like when I met Joe's parents. I'll keep my mouth shut. X

141-A Cont.

ROSE
I hate to go visiting without a box of candy or a plate of cookies. Something.

The CAMERA WIDENS now ON the ladies, who are dressed in swimming outfits, carrying towels, bathing caps, etc. as they approach the men, waiting by Joe's car.

Art and Ben face Bernie, who appears agitated, waves his arms, shakes his head resolutely, while Joe leans against the car, and appears very, very tired. Seeing Rose approach, Bernie jumps toward her, takes her by the arm very forcefully.

BERNIE
We're going home.

BEN
Cut it out, Bernie.

Bernie shakes his head adamantly.

ROSE
We have permission, don't we?

BERNIE
(shouting)
Those people...aren't people. I'm not going to have anything to do with them.

BEN
(worried)
Pipe down, Bernie.

Angrily subdued, Bernie steps up to Ben, goes eyeball to eyeball with him.

BERNIE
You're playing with fire over there. I'm a citizen and I believe in this country and I'm thinking about blowing the whistle on the whole Goddamn deal! Come on, Rose.
(he starts away) X

BEN
Joe needs this. We're doing this for Joe.

BERNIE
Is Joe above the law? Are any of us?! In nineteen forty-eight, Dutch Schultz walked into my store and I said --

JOE
Bernie, shut up. If you don't want to help Rose, if you don't want to help yourself, that's fine. That's your business. But if you screw this up for us -- X

BERNIE
Don't threaten me, Joe. I don't need your threats.

MARY
Bernie, couldn't you let Rose come with us just once?

BERNIE
Never! Rose and I will never set foot over there again.
(to all)
Nature dealt us our handful of cards and we played them. Now at the end of the game suddenly you're looking to reshuffle the deck. Come, Rose.

Bernie leads Rose away from their friends, now, back toward home. Reluctantly, Rose waves good-bye to her pals.

BEN
(turns to others)
Anybody else have second thoughts?

Nobody else does, although Bernie has planted a seed of doubt in all their minds. They get into the car to go next door.

ART
I'm a citizen too. I was in the Navy. I don't see anything wrong with this. X

BEN
(to Art)
Then you drive. X

They get into the car to go next door.

OUT 142-143

EXT. DRIVEWAY - ESTATE - DUSK 144

They drive in, roll past the mansion, park near the pool house.

INT. POOL HOUSE - NIGHT 145

The pool house is jumping. Ben, Mary, Joe, Alma, Bess, Art are all over the pool area.

GLENN MILLER SWING MUSIC IS BLARING from a portable radio. A golden-ager's pool party is in full swing.

Art is teaching Bess how to do a swan dive. Their eyes lock romantically, as he lifts her arms to show her the proper form.

Joe luxuriates, does a back stroke across the pool, away from Alma, who sits alone at the edge of the pool with only her feet in the water.

MARY
Are the extra-terrestrials going to make a personal appearance?

Pillsbury floats behind Mary. Mary doesn't see him.

BEN
(to Pillsbury)
How ya' doin'?

Mary turns, sees Pillsbury, without his human husk on, but wearing a terrycloth robe, floats in thin air a foot off the ground outside the door.

Pillsbury rushes across the pool area, opens the pool house door, and speedily "floats" back to the main house, disappearing through a terrace door. Mary reacts.

OUT 146-148

EXT. DECK - MANTA III - ESTATE - NIGHT (FORMERLY SCENE 169) 148-A

The moon is bright, almost full. The sky is bursting with stars.

In bathing suits, Jack and Kitty are in the water, next to the swim step of the boat. Kitty throws some food out to a Dolphin, who jumps up playfully to catch it in his mouth.

JACK
You're sure you don't want a drink?

KITTY
I'm very sure.

Cont.

JACK
I guess I've been trying to get you drunk tonight.

KITTY
Looks that way.

JACK
I guess I wouldn't exactly find your name written on bathroom walls in Antarea, would I?

Kitty smiles. Jack stares at Kitty, admires her, touches his hand to her wet face, kisses her. Kitty swims away, dives underwater. Jack dives after her.

They surface. Kitty pulls herself up on the swim step.

JACK
Whenever I'm around you, I feel really good. Do I do that to you at all?

KITTY
It happens.

JACK
Do you ever feel like doing anything about it?

KITTY
Not the way you think about it.

JACK
Let me ask you something. Just exactly how Antareans...express affection?

KITTY
We share ourselves.

JACK
That sounds fine to me.

KITTY
We leave our bodies.

JACK
You leave your what?

KITTY
We leave our bodies. And so can you. Want to try it? It's very fulfilling.

JACK
Uh...I have a strict set of rules about these things. I never ever leave my body on the first date. But thanks. Sounds great.

(NOW SCENE 152-C) 149
(NOW SCENE 177-B1) 149-A
(NOW SCENE 177-B2) 149-B
(NOW SCENE 177-B3) 149-C

EXT. PARK - DOWNTOWN - DAY 150

Ben, Art and Joe are feeling great as they stroll past the empty bandshell.

JOE
There's not a damn thing to do in this town at night.

BEN
We'll find something. We'll explore the outlying communities.

JOE
(eyes light up with possibility)
Yeah! The outlying communities!

ART
(continuing what has been a monologue about Bess)
...I'm telling you, there has never been a woman like Bess. Never.

JOE
Better than Singapore?

ART
That was just sex. This is sex plus talking plus laughing. Seventy-two goddamn years it's taken me. I'm pissed off. Why didn't I meet her fifty years ago?

Ben pushes Art in a teasing manner.

BEN
She's gotcha! She's really gotcha!

Kids playing soccer send a stray ball toward the men. Art runs forward, turns, handles the ball expertly, kicks it back to the kids. Old People sitting on a park bench note Art's extreme agility with surprise. Ben and Joe speed their pace,
A81 don't give Art a second glance as he jogs to catch up with them.

INT. DEPARTMENT OF MOTOR VEHICLES - DAY (FORMERLY SCENE 185) 150-A

Ben is at the front of a long line. He waits expectantly. The Clerk is the same as in the earlier SCENE.

CLERK
Behind the yellow marker, Sir.

Nervous, Ben moves behind the marker, stares at the eye chart.

BEN'S P.O.V. - CLOSE ON EYE CHART (FORMERLY SCENE 185-A) 150-B

All the lines are in perfect focus. Proudly:

BEN
E -- J -- K -- F -- D -- C -- A -- R.

CLERK
(irritated)
What line are you reading?

BEN
The bottom line, son. I'm in kind of a hurry. X

CLERK
(shocked, stamps Ben's form)
Pass. Thank you, Sir. Next, please.

Ben walks away from the counter, studies his temporary driver's license, joins Mary, kisses her on the cheek, shows her the license.

MARY
Congratulations, Benjamin.

INT. BEN'S GARAGE - NIGHT (FORMERLY SCENE 185-B) 150-C

Ben uncovers his Packard. Big thrill. He gets in, slides behind the wheel. Feels great. Music starts pumping up for the sequences that follows.

INT. BEN'S OLD PACKARD - NIGHT (FORMERLY SCENE 186) 150-D

Joe, Alma, Mary, Art and Bess are packed into the sedan, rolling out of the retirement community onto the highway. Ben is at the wheel, happy to be driving.

EXT. MAIN STREET - SUNSET BEACH - NIGHT (FORMERLY SCENE 187) 150-E

The RADIO BLASTS. The old people are out cruising.

INT. PACKARD - NIGHT (FORMERLY SCENE 188) 150-F

Bess points toward something they have just passed.

THEIR P.O.V. (FORMERLY SCENE 189) 150-G

out the back window toward a dark doorway with a broken light proclaiming DANCE CLUB.

EXT. MAIN STREET - NIGHT (FORMERLY SCENE 190) 150-H

The Packard circles into a U-turn, swings toward a parking space across from DANCE CLUB.

INT. DANCE CLUB - NIGHT (FORMERLY SCENE 191) 150-I

The old people move cautiously through the front door. A muscle-bound "Mr. T" type in stylish clothes blocks their path. He looks like a BOUNCER. Behind him, jumping young people writhe, dance, bounce around to FUNK MUSIC being presented by a DISC JOCKEY who RAPS stream of consciousness-style to the MUSIC.

The Bouncer looks at our group as if to say "What is this -- the Decency League?", but Mary stares him down. After some hesitation, the Bouncer moves aside. Ben, Mary, Joe, Alma, Bess and Art all enter the club, find a table, settle in. They are roundly ignored by the dancing black, white and hispanic youths. A WAITRESS approaches. Ben glances at his friends, seems to read their thoughts, orders Tequila Sunrises all around. These folks are here to party.

EXT. SIDEWALK - DOWNTOWN - DAY 151

Ben, Joe and Art, hands jammed in their pockets, looking like bored teenagers on a Saturday afternoon, head into McCrory's, a big five and ten cent store with a long soda fountain along one wall. Bernie trails way behind them with his usual lack of energy, lack of enthusiasm.

INT. MCCRORY'S FIVE AND TEN - DAY 152

They wander down the toy aisle, try games, toys as they go. Ben throws a peewee football at Joe, then a second one. Joe juggles the footballs. Art swings a baseball bat. Ben examines the bubble pipes, picks one out, tries a slinky. They kid around, shoot toy guns at each other. Bernie disapproves of all of this.

The middle-aged Cashier stares at the old men as though they are insane. She comes from behind her counter to watch them. This intimidates them. They smile mock-politely at the Clerk.

Cont.

152 Cont.

Casually becoming very slow again, they put the toys down, move to the soda fountain area, settle into a booth.

Picking up menus, they sit around restlessly, like kids again. Bernie hates this. Art plays with the salt and pepper. Joe leans backward in his seat, stares at the approaching Waitress.

She's in her 40's but has retained a pretty figure and has really gorgeous red hair. She's friendly and outgoing. Joe eyes her. She has to lean across him to pick up plates, cups, crumpled napkins, etc., off the uncleared table.

In removing a half-finished cup of coffee, her elbow hits Joe's shoulder and the dregs go all over him. He stands, startled.

The Waitress has balled up the napkins and is mopping Joe vigorously. Joe just smiles, enjoying this; the Waitress smiles back. X

ANGLE ON WAITRESS 152-A

Returning minutes later to their table, carrying a big tray filled with the food they ordered. She brings it to their table: bacon chili cheeseburgers, fries, malts, ice cream sodas, etc. The guys dig in. Joe takes an extra moment to share a smile with the Waitress once again. X

EXT. RETIREMENT HOME - GROUNDS - DAY 152-B

Ben and David are wearing baseball glovos and throwing a baseball back and forth. But when Ben burns it in to David, David's hand hurts. Ben looks apologetic.

INT. RECREATION ROOM - REST HOME - DAY (FORMERLY SCENE 149) 152-C

Bess leads a modern dance class. Alma, Mary are wearing very contemporary dancewear. They move with delicate agility to FLOWING MODERN MUSIC. Rose can't keep up with them. She moves like her regular self, appears to feel left out, but struggles along with them, anyway.

OUT 153-168

(NOW SCENE 148-A) 169

EXT. GROUNDS - RETIREMENT COMMUNITY - DAY 170

Ben stares upward, rushes anxiously toward the main building.

HIS P.O.V. 171

as other old people are looking at the same thing he is watching.

OUT 172

EXT. TREE - GROUNDS - RETIREMENT COMMUNITY - DAY 173 X

We can SEE now that Mary is climbing a tree adjacent to the window. David is with her. Ben wants her off the tree. X

Pops and Smiley watch her activity with amazement.

Mary refuses to get out of the tree. X

EXT. OBSERVATION DOCK ADJACENT TO RETIREMENT COMMUNITY - NIGHT 174

A half moon lights up the water. The sky bursts with bright, shining stars. Art and Bess are alone on the park bench at the end of the dock. They are locked in each other's arms, necking like teen-agers devouring each other in a passionate embrace.

OUT 175-176

INT. DANCE CLUB - NIGHT 176-A

The same dance club we were in earlier.

A FUN DISCO SONG STARTS TO BLAST. Young people crowd the dance floor. The dancing is intense, graceful, varied. There are synchronized disco-style couples and improvising break dancers with amazingly agile, explosive moves.

Cont.

176-A Cont.

The waitress arrives with the drinks. The old people sip, listen to the MUSIC, watch the hyperactive dancers.

After starting with a series of preliminary moves, Art starts to do an elaborate "break dance" that would put the dancers on SOUL TRAIN to shame. He moves like a kid, agile, lithe, loose, totally in the groove with the FUNKY MUSIC.

Other dancers start to notice. Troubled glances turn to appreciative, awe-filled stares.

The folks start making space for Art. Bess looks on in amazement. Art is now the only one dancing. Dancers start clapping. The dance floor belongs to Art as he spins on his back, works through sets of stratospheric Michael Jackson moves synthesized into a break dance that in Art's case has incredible Fred Astaire flourishes. The dance climaxes and the young people go crazy and join Art on the floor. Joe and an agile young lady join in, dancing up a storm themselves.

INT. HALLWAY - REST HOME - DAY 177

Ben and Art stroll briskly down the hall. Pops rolls out in his wheelchair, blocks their passage.

POPS
I want to talk to you two.

Pops appears fierce. Ben and Art glance worriedly at one another. Other residents poke their head out of doorways, stop to listen to this.

POPS
The word on the corridor is that you dudes are onto some kind of rejuvenation.

Art starts to loosen up, appears ready to confide in their old friend until Ben glances severely at Art.

ART
Rejuv what?

POPS
You know what I'm talking about.

BEN
I wish we could help you.

POPS
Your wife's been climbing trees for a long time?

Cont.

BEN
Once in awhile.

POPS
Once in a great while.

BEN
Right.

OUT 177-A-
177-B

INT. RECREATION ROOM - REST HOME - DAY (FORMERLY SC. 149-A) 177-B-1

Bess is leading the modern dance class. Rose is further away than even before from being able to keep up with Bess, Mary and Alma. She struggles along, it's pathetic. Finally:

ROSE
Screw Bernie. I want to try it.

INT. POOL HOUSE - NIGHT (FORMERLY SC. 149-B) 177-B-2

CAMERA STARTS ON Cocoons, TILTS UP TO SEE Rose diving into her pool, heading TOWARD CAMERA. She's smiling to beat the band. Her face FILLS THE SCREEN.

SURFACE OF POOL - NIGHT (FORMERLY SC. 149-C) 177-B-3

Rose surfaces, aglow. She smiles to the other women on other side of pool. They smile back.

INT. LIVING ROOM - ESTATE - NIGHT 177-C

BIG BAND MUSIC PLAYS. We're very CLOSE ON a pair of elderly hands dealing cards out for gin rummy. Now we SEE THE HAND OF AN ANTAREAN (without human husk) PICK UP A SET OF CARDS TO PLAY. PULLING BACK now, we SEE that Pillsbury (without his husk) and Joe are playing gin together.

CLOSE ON ART AND BESS' UPPER TORSO 177-D

as they dance elegantly to the BIG BAND SOUNDS. They are intensely attentive to one another, stare into each other's eyes as they do some of the best of their FRED ASTAIRE-GINGER ROGERS moves.

CLOSE ON ROSE 177-E

as she gesticulates, enthusiastically tells a story to Jack and Doc. Jack tries to be attentive, but is restless, bored silly, while Doc is totally engrossed, obviously fascinated.

Cont.

177-E

ROSE
Those waters are wonderful! They remind me of the hot springs we used to visit when I was a little girl. I think the first time was nineteen-twelve. Daddy said...
(impression of father)
...'Don't go out too far, you don't want to wind up on the bottom with the little fishies.' And the next summer I said...
(impression of little girl)
...'Please please. Please can't we go again! I want to wind up on the bottom with the little fishies.' But because my family lived in Chicago, my mommy said --

DOC
Where in Chicago?

ROSE
I think it was the North side of Chicago. No, it was before we moved to the North side. It must have been Rush Street.

Jack shifts restlessly, stares across the room, sees something which takes his emotions by storm.

JACK'S P.O.V. 177-F

as Kitty stands alone in the doorway, watches the dancing, card-playing. SHE LOOKS GORGEOUS, EXTRAORDINARILY SEXY.

ON WALTER 177-G

as he crosses the room, observes the dancing with mild consternation, smiles politely at everyone, goes to a window, looks out at the night sky.

WALTER'S P.O.V. 177-H

as the moon is in its 7/8 phase with dark, ominous clouds floating past it, partially obscuring it.

As Rose goes on and on, Doc seems more and more absorbed, while Jack isn't even listening anymore. He's just staring at Kitty now.

Cont.

ROSE
Now our next door neighbors in that house turned out to be third cousins of my very, very best friend in the...

JACK
(rising)
You can tell me the punch line later.

ROSE
Should we wait for you?

DOC
No, no. Go on. I want to hear this now.

Jack approaches Kitty now. She looks at him coyly, only after he taps her on the shoulder.

JACK
Let's try it your way.

INT. POOL HOUSE - CLOSE ON POOL HOUSE FLOOR - NIGHT 177-I

We FOLLOW a trail of Jack's discarded clothing TO the perimeter of the pool, where Jack is naked in the water, leaning against the side of the pool. PULLING BACK, we SEE that Jack is watching Kitty who is slowly undressing on the opposite side of the pool. We only SEE Kitty's legs and the expression on Jack's face as more and more articles of her clothing drop INTO FRAME.

Kitty, naked, in human form, slips into the pool, stares wide-eyed at Jack, who starts to approach her.

Jack reaches out to touch her but Kitty backs away from him.

KITTY
(breathless)
Please don't touch me.

JACK
Don't touch me? What is the big deal? I'll tell you the truth, you're not my first Antarean. I'm not going to name names.

KITTY
Shhh.

Cont.

177-I Cont.

JACK
I hope you're not going to take off your skin. Because I do like skin on a woman. X

Kitty watches Jack, transfixed. A luminous duplicate of Kitty's humanoid form, the essence of her alien being, pulses and glows as it emanates from within her, then slowly rises off her body, glows brightly then rises up in the air as pure energy.

This burst of Kitty's essence arcs around the pool house, gently ricochets off four walls, the floor, the ceiling then hovers toward Jack and suddenly meshes into him, disappears inside his body. Stunned, Jack glows briefly, closes his eyes, as Kitty watches.

Kitty's "ghost" becomes a part of him. Jack relaxes, in ecstacy.

Now a partially transparent, luminous duplicate of Jack leaves his body, gently ricochets around the room, then disappears within Kitty. She glows briefly, keeps intense eye contact with Jack. Jack is in total heaven.

JACK
If this is foreplay, I'm a dead man.

OUT 177-J

INT. LIVING ROOM - ESTATE - NIGHT 177-K

Pillsbury is by the window. Pillsbury looks out toward the pool house, smiles.

HIS P.O.V. - POOL HOUSE WINDOWS 177-L

as they pulsate with Jack and Kitty's light energy inside, the extra-terrestrial equivalent of fogged-up car windows at a lovers' lane.

CLOSE ON ALMA AND DOC 177-M

as they dance smoothly to the big band sounds. PANNING WITH them now, they pass by a chandelier. PULLING BACK, we SEE that they are in midair, twelve feet off the ground, dancing in a big band style blended with the way the Antareans danced in Jack's dreams.

Preoccupied, Walter studies the dancing, the entire party scene, then leaves the others to their fun, hurries out of the room, glows a bit as his mind races, full of thoughts.

OUT 178-183

177-J-1
(to replace 177-K
177-L)

EXT. POOL HOUSE

Art and Bess are walking hand in hand like teenagers.

ART
Will you live with me?

BESS
No.

ART
Alright, marriage. I'll go all the way. I don't care anymore.

Art looks for a reaction. When he doesn't get one:

ART
This is the first time I've ever asked anyone this question sober. The least you can do is say yes.

BESS
I've tried marriage. I picked the wrong man three times.

ART
I know none of them loved you the way I do.

BESS
Art, what if our relationship is purely physical?

ART
That's fine by me.

BESS
(laughs)
Y'know....it's fine by me too.

Art kisses her again. They walk hand in hand past the pool house. Behind them the pool windows pulsate with Jack and Kitty's light energy inside, the extra-terrestrial equivalent of fogged-up car windows at lovers' lane.

EXT. HOUSE - NIGHT 183-A

Bernie has worked his way through the bushes and is looking through the windows of the house at the party inside. He's mad. He goes up to the door and knocks on it. Not without some fear.

INT. LIVING ROOM - NIGHT 183-B

Everyone in the house is startled. Everyone stops. Doc and Pillsbury hide. Ben indicates he'll get it. He goes to the door and opens it a crack, sees it's Bernie, opens it more as:

BERNIE
Where is she? X
(sees Rose)
Rose!!

BEN
Take it easy. Bernie. X

MARY
Let her stay. X

BERNIE
I don't want her to be X
a part of this.

ROSE
But I feel better. I feel so much better, Bernie.

BERNIE
I'm hurt. Not by Rose. Because X
she doesn't know any better. But you shouldn't have done this. You've shown real lack of respect for both of us.

ROSE
(going to Bernie)
Good-bye, Doc.

EXT. BOWLING ALLEY - NIGHT 183-C

Ben, Mary, Joe, Alma, Art and Bess cruise out of the bowling alley. They're carrying some bowling trophies they've just won. They are all giddy, excited, a bit drunk, except for Ben who glances around the street anxiously.

As they move toward the car, Ben gets in step with Art.

BEN
We're making mistakes.

Art waves a dismissive hand at his friend. Ben shakes his head adamantly. Ben unlocks the Packard and the ladies climb in.

Cont.

183-C Cont.

BEN
I promised we could keep a secret.

JOE X
Oh yeah, for God's sakes everybody, let's not have too much fun. Be sure and act old.

Joe does an imitation of an oldster. Everybody laughs but Ben. X

JOE X
No thanks, I'm going to enjoy every second. Where are we going now?

BEN
Home, if we don't want to blow it. X

JOE
Oh, come on.

ART
Let's go home, Joe.

JOE
I'm not ready to go home, yet.

Ben gets behind the wheel of his Packard, STARTS the ENGINE.

ART
(getting in car)
Come on, Joe.

Alone on the sidewalk, Joe paces. He is frustrated. Alma climbs out of the car to rejoin her husband.

ALMA
I'll stay with you, Joe.

JOE
No, you go on. I need some time alone.

Startled and humiliated, too angry to speak, Alma climbs back in the car.

Impatient with all this, Joe walks up the street, doesn't look back as the Packard pulls out, turns around, moves away in the opposite direction.

OUT 183-D-197

(NOW SCENE 200-E) 183-F

(NOW SCENE 200-F) 183-G

(NOW SCENE 200-G) 183-H

OUT 184

(NOW SCENE 200-H 184-A

(NOW SCENE 150-A) 185

(NOW SCENE 150-B) 185-A

(NOW SCENE 150-C) 185-B

(NOW SCENE 150-D) 186

(NOW SCENE 150-E) 187

(NOW SCENE 150-F) 188

(NOW SCENE 150-G) 189

(NOW SCENE 150-H) 190

(NOW SCENE 150-I) 191

OUT 192-197

INT. PACKARD - NIGHT 198

Alma watches her husband disappear behind them in the darkness of the downtown night.

EXT. SIDEWALK - DOWNTOWN - NIGHT 199

Looking like he doesn't have a care in the world, Joe saunters down the street. He walks past McCrory's. The lights are going off inside. It's obviously closing time. On a whim, Joe stops, peeks in the window.

JOE'S P.O.V. 200

as the redheaded Waitress whom he had admired, flirted with, is putting on her coat, getting her purse from under the lunch counter, mouthing good nights to the manager, other employees.

She carries her purse, a shopping bag, and her street shoes -- not the ones she's been wearing as a waitress. She waves good night to the manager and comes on out the door.

JOE

Hi.

200 Cont.

WAITRESS
(now noticing Joe)
You got cleaned up.

JOE
Oh, it was nothing. Is it too late to get a cup of coffee?

WAITRESS
Here it is. Hold these for me.

She hands him her purse, her shopping bag, and slips out of her waitress shoes and into her own, holding his arm for support. During the above:

JOE
There's a place open around the corner. I wonder if they have coffee.

WAITRESS
Probably.

JOE
Any chance of you joining me?

WAITRESS
That would be very nice.

She takes back her purse, puts her waitress shoes in, and they go off.

OUT 200-A X

INT. BEDROOM - LUCKETT APARTMENT - NIGHT 200-B

Mary and Ben are fast asleep. We TIGHTEN ON Ben. He is tossing and turning. His sleep is troubled. He is dreaming something.

GLOWING, UNDULATING POOL WATER 200-C

The cocoons are open. The half-revived Beings float to the surface of the water but THEY HUM DREADFULLY. We SEE clearly that the "physical therapy" is not working now. They are becoming more and more skeletal. They are disintegrating. THEIR HUM DRONES THIS SLOW DEATH. It is painfully frightening. As life disappears from one cocooned Being, it floats to the surface of the water. THIS NIGHTMARE IS TRULY SOME KIND OF MASK OF DEATH.

CUT TO:

BEN LUCKETT 200-D

Terrified, he jumps up in bed. His "nightmare" is still vivid in his mind. Still sleeping, Mary reaches for Ben as he slips out of bed and struggles into a pair of pants.

EXT. GROUNDS - ESTATE - NIGHT (FORMERLY SC. 183-F) 200-E

Ben moves toward the pool house. Lights burn from inside.

EXT. POOL HOUSE - NIGHT (FORMERLY SC. 183-G) 200-F

As Ben gets to the front door and reaches for the knob, it opens from within. Totally shocked now, Ben enters.

INT. POOL HOUSE - NIGHT (FORMERLY SC. 183-H) 200-G

It is Walter who opens the door. He is without his "human husk." His glow is dim. The others are in the pool. Their glows, also, are pale. Jack is also there. He is speechless, watches the pool with fear and fascination.

Confused, Ben stares into the pool.

HIS P.O.V. (FORMERLY SC. 184-A) 200-H

as he sees that his "nightmare" is a reality. The cocooned Beings are skeletal, almost disintegrating. THIS IS THE FACE OF DEATH.

Ben watches it steadfastly now. He is unafraid.

WALTER
(joining him)
We're trying to bring them back.

Sadly, they watch.

Cont.

200-H Cont.

WALTER

When the continent sank, these twenty were left behind. They were my friends. They stayed on until the end, working so the rest of us could escape. They've been living in the chrysalis state ever since, waiting to be set free.

Ben and Walter stare at the weakening cocoons.

WALTER
(sadly)
I may have miscalculated. It's not working fast enough. Our time here is almost at an end.

BEN X
We did this.

WALTER X
I let you.

Cont.

EXT. JOE AND ALMA'S APARTMENT - NIGHT 201-202 X

Alma is just leaving her porch. She has her suitcases and is heading toward Bess' house. Joe is coming home, and spots her.

ALMA
What's going on?

ALMA
If you're wondering what I'm doing out at 3 a.m., it's all in the note on the door.

JOE
Where are you going?

ALMA
I'm getting away from you.

JOE
I don't know what you think I've been doing but ....

ALMA
I don't care what you've been doing.

JOE
I have never.....

ALMA
Don't lie to me. For God's sakes it's humiliating enough.

JOE
Don't keep walking....
(then)
It's the pool....

ALMA
It's not the pool, it's not the waters, its not the first time....

JOE
Alma!

ALMA
I knew. I always knew. I pretended to be stupid and I guess I really was.

JOE
No.

Cont.

ALMA
But you're the stupid one because it has been so good between us.

JOE
Nothing has to change.

ALMA
Go home; don't make yourself look any more ridiculous than you already are. I'm happy you're going to live, Joe. But I've got to live too.

Cont.

202 Cont.X

OUT 203 X

INT. DINING HALL - DAY 204

Art, Bess and Alma enter. Bernie and Rose are already seated, as is Joe. Alma now seats herself at a separate table with Bess while Art joins Joe, Bernie and Rose. X

Joe is glaring at Alma. Everybody eats silently. Rose doesn't look well. She can't handle her utensils so Bernie starts feeding her.

ART
Joe...Joe... X
(sits down)
Try to relax. Are you up for a swim maybe?

JOE
Sure.

BERNIE
The pool! The pool! Can't you think about anything else?!

ART
If you and Rose would come with us you'd feel differently. X

Cont.

Rose's eyes light up.

BERNIE
We don't want to feel differently. We like the way we feel.

JOE
She needs it, Bernie.

ART
(softly)
We should discuss this later.

BERNIE
(shouting)
There's nothing to discuss.

JOE
Because you're a hardhead, Bernie. You're the most frightened man I've ever known.

BERNIE
Oh, Christ. I don't have to listen to you.

JOE
If you stay at this table, I think you do.

Bernie waves an arm, points toward Alma at the next table.

BERNIE
You think you're in such great shape, Finley. Your marriage is what's terminally ill now.

JOE
You old bastard!

Bernie rises angrily.

Cont.

204 Cont.1

BERNIE
(too loud)
Old is right. I don't want to be young again. Your life is a mess because of that fountain of youth. I don't care how healthy you think you are. X

Old people at other tables turn around to listen to Bernie.

JOE
Sit down, Bernie.

Bernie takes Rose by the hand, lifts her up from the table.

BERNIE
(still shouting)
We don't want any part of that Goddamned pool house. You keep your Goddamned fountain of youth. We don't want any part of that Goddamned pool house. No wonder your wife has no use for you! X

Joe explodes toward Bernie. He circles the table, is about to swing at him. In the meantime:

POPS
It's next door, isn't it? It's that pool over there, right?

Dexter and Pine rush over, grab Joe, try to restrain him, but Joe shakes them off like Hercules. Joe goes after Bernie again.

Dexter and Pine grab Joe again. He shakes them off, swings at Dexter, sends him flying, then swings at Pine, knocks him out cold.

During the above, the other old people in the dining room, shocked by what they have seen and heard, have been stampeding out of the dining room.

Art crosses to Joe, takes hold of him. Joe is now near another table - he looks about. X

JOE
(realizes what's happening)
Oh Jesus. X

OUT 205

EXT. FOLIAGE ALONG FENCE - DAY 206

As various old people from the dining hall struggle through, then break open the gate. Others climb the fence. A few, already on the other side, are rushing toward the pool house.

206 Cont. X

OUT 207

EXT. POOL HOUSE - ESTATE - DAY 208

A dozen old people are at the front door. They press against it, try to open it as Art and Joe hurry toward them. Ben, with Mary behind him, hurries toward the estate, drawn by the uproar.

Cont.

208 Cont.

BEN
Stop! Please! X

Only a couple of these desperate old people turn around to listen to Ben.

INT. POOL HOUSE - DAY 209

Ben, Art, Joe hurry in, watch gravely as a dozen old people from the home get in the water.

Some strip down to boxer shorts and undershirts. A few skinny dip.

Two men bring a cocoon up from the bottom of the pool, lift it out of the water to examine it, try to crack it open.

People drink cup after cup of the pool water while others carefully fill up mayonnaise jars, plastic jugs to take home.

EXT. DOCK - ESTATE - DAY 210

The Manta III speeds back to shore. Walter jumps off before it even stops, runs toward the pool.

INT. POOL HOUSE - DAY 211

Art, Joe, Ben are trying to drag people out of the water but they are clearly overwhelmed as people keep jumping back in or slip friskily out of their grasps.

Walter bursts in.

One by one, the people in the pool notice him, stop what they are doing.

WALTER
(finally bellowing)
Get out! Everybody! Out! You are trespassing.
(choking back tears)
Put down the cocoons!
(summoning up strength)
I'm calling the police! Everybody out!

Ben, Art and Joe stand to the side as people get out of the water, pick up their clothes, leave.

EXT. GROUNDS - ESTATE - DAY 212

Doc, Pillsbury, Kitty and Jack rush up from the dock as the old people from the dining hall hurry back toward the retirement community.

INT. POOL HOUSE - DAY 213

Jack helps as Doc, Pillsbury, and Kitty join Walter in performing intricate chemical analysis, medical tests on the cocoons and the pool water. They work quickly, desperately, pass equipment to each other without looking at what they are doing.

Ben, Art and Joe watch regretfully as Walter carefully examines the cocoon which had been pulled out of the water. Walter cracks open the cocoon. We SEE death, just as in Ben's dream. Pillsbury, Doc, and Kitty look toward Walter now. They look sad, drained, terrified.

WALTER
The life force is completely drained from the water. We're not going to be able to bring them back.

Walter turns and goes into the house. Nothing for Ben to do but leave.

EXT. POOL HOUSE - ESTATE - SUNSET 214

Ben, Joe and Art walk dejectedly away from the pool house. Mary is waiting for Ben. She puts her arm around Ben and the two walk back to their home.

OUT 214-A-218

INT. BEDROOM - BERNIE AND ROSE'S EFFICIENCY APARTMENT - NIGHT 219

Bernie is sitting in a chair, reading a book. He checks his watch. Rose is next to him, chattering away and looking ill.

ROSE
(rambling on)
...So when Max saw me with the sweater with the mouton collar and the ivory buttons, he said, 'Rose, where the hell did you get that sweater?' I stayed mum. Because I knew you stole it. But you stole it for me. And Max never stole anything for me. And he never made anything as beautiful as that collar. Max couldn't do anything with his hands, except when they were all over me.

Bernie looks at Rose. The two establish eye contact.

ROSE
But you wouldn't even kiss my cheek without asking. Dumping Max was the smartest move I ever made.

A81

Cont.

219 Cont.

A moment, then:

BERNIE
(sweetly)
It's time for your medicine. I'll get it.

Bernie gets up and goes into the bathroom. X X

INT. BATHROOM - NIGHT 219-A

Bernie has come into the bathroom during the above. Suddenly, Rose has stopped. It's as if a radio has been turned off. Bernie is aware of this. He thinks it's odd. He goes back into the bedroom.

INT. BEDROOM - NIGHT 219-B

Bernie enters. Rose is lying in bed, quiet.

BERNIE
Rose.

She doesn't answer.

BERNIE
(softly)
You asleep?

She still doesn't say a word. Though her eyes are open, she seems unconscious. Bernie shakes her gently. He draws closer to her now as he realizes she is lifeless, not responding at all.

BERNIE
(louder)
Rose!!!

He shakes her harder now, tries to bring her to life. Very obviously, she is dead.

Desperate, he scoops her up in his arms.

BERNIE
I'm sorry Rose. I'm sorry.

Bernie lifts her up now, carries her out to the living room with great difficulty.

OUT 220-223

EXT. OPEN FIELD - NIGHT 224 X

Bernie carries Rose across the grounds toward the entrance to the estate. It's tough carrying her. A real struggle. He staggers a few times. He's straining and crying and suffering. Adrenalin is shooting through his body, helping him in this tremendous effort.

OUT 224-A

EXT. POOL HOUSE - ESTATE - NIGHT 225

Bernie carries Rose toward the door.

INT. POOL HOUSE - NIGHT 226

The cocoons are still in the bottom of the pool. Bernie carries Rose inside, walks down the steps into the shallow end of the pool, until Rose's body is submerged, though her head is still above water. Bernie is exhausted.

BERNIE
I'm sorry, Rose. I'm so sorry.

Walter enters the pool house, sadly watches Bernie.

Bernie doesn't know he is there, gently splashes water on Rose's cheeks, waits hopefully for his wife to be revived. But Rose isn't coming back. The water has lost its powers.

Finally, Bernie feels Walter's presence, looks over to him.

BERNIE
Can you help me? I have to do something for her? She. She's...

WALTER
The pool won't do it, Bernie. It's too late.

Walter studies Bernie now, feels the old man's misery.

BERNIE
(desperate)
I'll give you everything I've got.

WALTER
(deeply saddened)
I wish I could help her, but it's too late.

OUT 227-229

EXT. GROUNDS - RETIREMENT COMMUNITY - NIGHT 230

A coroner's truck is parked in front of Rose and Bernie's apartment. Bernie watches sadly as Rose is wheeled up into the vehicle. Ben and Mary are by his side. Art, Bess, Alma hurry over in bathrobes.

Now Joe appears.

Joe goes over to Alma. Alma immediately leaves to comfort Bernie. X

As the coroner's truck drives away, Joe, Alma, Bess, Mary and Art escort Bernie back inside his house.

Ben lingers alone outside. Then he moves into the foliage towards the estate next door.

EXT. MANSION - ESTATE - NIGHT 230-A

Ben RINGS the DOORBELL. Walter opens the door.

BEN
I figured you were gonna be getting the hell out of here after what happened today, and I just wanted to let you know...I'm sorry, Walter. Sorry I let you down.

Walter nods silently. Walter seems weak for the first time, strangely immobilized, as though he cannot come to grips with the failure of his mission.

WALTER
I had never experienced the panic associated with death before. I'd never had one close to me die.

BEN
It's terrible.

WALTER
(lost)
But you understand it.

Ben shakes his head no.

BEN
I accept it.

WALTER
(pause, slowly)
I'd like to learn how to do that.

BEN
Can you take the cocoons back the way they are now?

230-A Cont.

WALTER
They wouldn't survive the flight.

BEN
Can you put them back in the ocean floor?

WALTER
Two are gone.
(almost in tears)
My friends.
(then)
There isn't time to put them all back in the ocean. We have to leave tomorrow.

Walter walks away. Both men know that leaving the cocoons in the pool will end up with the cocoons being picked apart and destroyed by humans one way or the other. Ben follows Walter.

BEN
Walter...

Walter stops and turns.

BEN
We'll help you.

EXT. POOL HOUSE - NIGHT 230-B

Art, Ben, Joe, Bess, Alma and Mary carry cocoons toward the dock, along with Walter, Doc, Pillsbury, Jack and Kitty. Joe looks at Alma, but Alma doesn't look at Joe. He watches her a little as they both work.

EXT. DOCK - NIGHT 230-C

All are working together to get the cocoons onto Manta III. It's starting to rain. They're all working as hard as they can.

BEN
(to Walter)
Storm coming up...But it doesn't have to stop us.

Joe and Alma at one point find themselves each at one end of the same cocoon. They work together to load it onto the boat, but clearly there is a tremendous tension between the two. No words are spoken, and Alma doesn't even look at Joe.

EXT. OCEAN - DAWN 230-D X

The Manta III moves out to sea.

EXT. MANTA III - 230E - 247A = DAY 230-E X

The ENGINES STOP as they anchor at their usual diving spot. The deck is packed with cocoons. Walter, Doc, Kitty, Pillsbury, Jack put on diving gear, help Art, Alma, Ben, Joe, Bess, and Mary into diving gear.

EXT. UNDERWATER - DAY 230-F X

Pulling net sacks containing cocoons, flanked by dolphins, Art, Bess, Ben, Mary, Joe, Alma, Jack follow Kitty, Doc, Walter, Pillsbury through a "blue hole," a dark, narrow underwater cave.

Finally, the blue hole widens, We are in an underwater excavation site. Doc, Walter, Kitty, Pillsbury, Art, Bess, Ben, Mary, Joe and Alma are replacing cocoons in a mausoleum-like series of cubicles in a specially constructed wall. Jack, Art, Ben, Joe stare around in amazement.

THEIR P.O.V. 230-G

as pieces of futuristic-looking automobiles, clothing, items of furniture, photographs, broken walls, parts of homes, a remnant of some type of house of worship are all VISIBLE in this corner of much more vast ruins of some kind of lost city.

EXT. MANTA III - DAY 230-H X

The last of the cocoons are gone from the decks. Ben pulls Walter up from teh water. Walter, Doc, Kitty, Pillsbury, Art, Bess, Ben, Mary, Joe and Alma take off their diving gear as Jack STARTS the ENGINES, pulls up the anchor and heads back to the estate.

EXT. OCEAN - NEAR ESTATE - DAY 230-I X

The Manta III cuts a quick path toward the dock.

EXT. DECK - MANTA III - DAY 230-J X

As they approach the dock Walter sees something disturbing, hurries up to the bridge, keeps his eyes glued to the estate.

WALTER'S P.O.V. 230-K

of the estate. Throngs of Old People have overrun the place. They are all around the pool house, waiting to get inside, milling around the grounds, hosing each other down, sitting under lawn sprinklers that run full blast, or just standing on the lawn, waiting, hoping. Nothing is doing any good. The Old People are variously frustrated, crying, angry, in pain.

INT. BRIDGE - DAY 230-L X

Walter bursts in.

Cont.

230-L Cont.X

WALTER
(to Jack)
Get out of here. Dock somewhere else.
(then)
Drop them off.
(indicates Ben, Mary, Joe, Alma, Art, and Bess)
We'll sleep on the boat tonight.

EXT. DECK - MANTA III - DAY 230-M X

Art, Bess, Ben, Mary, Joe and Alma stare in disbelief at the spectacle at the estate. Walter stands nearby Ben. They're not near any of the others. They stand together, silently looking out to sea. A nice moment between the two.

WALTER
I want you to consider very carefully what I'm about to suggest to you. You and your friends seem to want what we've got. We have room for you and thirty more of your people. X

They all react.

WALTER
It's not possible to explain in human terms what you'd expereince. You'd be teachers. You'd be explorers. The new civilizations we'll be traveling to won't be like anywhere you've been. You'd lead useful lives. x

BEN
Forever?

WALTER
We don't know what forever means.

DISSOLVE TO:
OUT 231-232

EXT. RETIREMENT COMMUNITY - DAY 233 X

In awe and wonderment, Ben, Mary, Bess, Joe and Alma walk slowly back toward home.

INT. BEN AND MARY'S CAR - NIGHT 233-A

Ben and Mary. Ben driving. Mary is thinking.

BEN
Second thoughts?

MARY
Maybe it's not right.

BEN
You think it's cheating nature like Bernie said?

MARY
Kind of.

BEN
Well, lately, nature's been cheating us, so I wouldn't mind turning the tables on her.

Mary can't help but agree.

OUT 234-237

EXT. MODERN DUPLEX (SEMI-DETACHED) HOUSE - SUBURBAN NEIGHBORHOOD - DAY 238

Kids play out on the street. Ben and Mary stand by the front door, RING THE BELL.

SUSAN
(opening, very surprised)
Mom! Dad!

They greet each other and come into the house.

INT. LIVING ROOM - DAY 239

While Susan and her mother are hugging:

BEN
Where's David?

SUSAN
In his room. Go on up.

INT. DAVID'S ROOM - DAY 240

Bright, colorful high-tech decor filled with a mass of toys, thousands of baseball cards, piles of comic books, a small mountain of computer game cassettes. Ben sits on the unmade bed. He watches David set up a game on his computer module.

BEN
If a person had a chance to go to outer space, David, what do you think he should do? Should he go?

DAVID
Like an astronaut?

BEN
Further than that. So far he probably wouldn't ever get to come back.

Now, David frowns at his grandfather.

DAVID
(skeptical)
Deep space?

Ben nods "yes."

DAVID
Would you do it?

BEN
I'd be sad to say good-bye to you and your parents, but...at my age, there isn't much time left for your grandmother and me here.

DAVID
You have things to do. You can do anything I can do.

Ben shakes his head.

BEN
Getting old can be very aggravating, David.

DAVID
It never bothered you before.

BEN
I never had a choice. Outer space doesn't sound like such a bad deal right now.

DAVID
(incredulous)
Who is going to take you to outer space?

BEN
I can't talk about it.

DAVID
What kind of story is this?

BEN
(earnestly)
It's <u>not</u> a story!

A81 Cont.

240 Cont.1X

DAVID
Did you tell Mom about this?

BEN
She'd think I was crazy.

DAVID
Hey, I'm not exactly convinced you've got all your marbles.

BEN
I wouldn't make something like this up.

David studies Ben. Then:

BEN
This is just between us, David.

David nods. They hug as if an important pact had been drawn. X

We can SEE the tears in Ben's eyes.

But we can also SEE that David is very worried about his grandfather's sanity right now.

EXT. SUSAN'S HOME - DAY 240-A

Mary and Susan walk out to the Packard which glistens in the driveway.

MARY
You know how much we love you, Susan.

SUSAN
(flippant)
Of course I do. Look, is this a new guilt trip or the same one as usual?

Mary stops, faces her daughter squarely.

MARY
I just don't want you to forget how much we care no matter what we say...
(pause)
...or do.

Cont.

240-A Cont.

SUSAN
(disturbed)
I won't, Mom.

Ben and David step out the front door now, linger on the lawn.

DAVID
(choked up)
`Bye, Grandpa.

Mary hugs David now, as Ben leans out, squeezes his daughter's hand, kisses her cheek.

BEN
Good-bye, sweetheart. We'll be thinking of you.

Susan senses his emotional state; she squeezes his hand, pats his arm, kissed his cheek.

Susan and David stand together on the driveway, watch Ben and Mary wave good-bye as the Packard drives off.

EXT. BESS' APARTMENT - DAY 240-B

Hesitant, Joe knocks. Bess opens the door.

Without a word, Bess goes away, leaves the door open. Alma APPEARS. She stares gravely at her husband. He leans over to kiss her, but she backs away.

ALMA
You can come in for a few minutes.

INT. BESS' LIVING ROOM - DAY 240-C

Joe and Alma sit apart from each other as though they are courting.

JOE
They say if we go with them, we'll live forever. That's good because we probably need an eternity before you're going to forgive me. X

Joe smiles sheepishly at his own joke. Alma doesn't find that funny at all. She just stares at Joe.

JOE
I've been ridiculous, Alma. I'm sorry. X

Cont.

240-C Cont.

JOE (Cont.)
(shakes head)
You're the best thing that's ever happened to me. You know that. X

She still won't speak.

JOE
And, I want to go, but if it's a choice of living six more months here with you or living forever all by myself, well, I'll take the six months with you. I don't want to live forever if you're not going to be with me. X

There are tears in Alma's eyes as she reaches out to Joe. X

INT. LOCAL SAVINGS BANK - DAY 241

YOUNG TELLER
You'll be closing your account, then, Mr. Selwyn?

ART
Yes, I will.

YOUNG TELLER
(skeptical)
All in hundred dollar bills?

Art Selwyn nods yes; the Young Teller counts out a thick wad of bills into his hand.

ART
(handing her hundred dollar bill)
This is for you.

YOUNG TELLER
(protesting)
Sir!

Before she can hand it back to him, Art Selwyn marches to the door.

EXT. SIDEWALK - MAIN STREET - SUNSERT BEACH - DAY 242

As Art Selwyn walks down the street, singing "Racing With The Moon" he hands a hundred dollar bill to every passerby. Some rush away, pleased. Some refuse it as though it's a circular. Some throw it away without looking at it, but more and more people start following him, grabbing for seconds. Beaming, Art Selwyn thoroughly enjoys being the Pied Piper.

INT. HALLWAY - REST HOME - DAY 243

Bernie walks down a residential corridor, enteres the community's chapel.

INT. CHAPEL - REST HOME - DAY 244

Bernie sits in a pew, looks up at the stained glass above the the alter.

INT. HALLWAY - REST HOME - DAY 245

Looking like the ombudsmen again now, Art and Ben stride purposefully down the corridor. Ancient residents in wheelchairs or moving slowly along on their feet wave "hello" feebly or just glance up at Art and Ben as they pass.

INT. ATTENDANTS' STATION - REST HOME - DAY 246

INT. POPS AND SMILEY'S ROOM - DAY 246-A

Art and Ben strut inside. Ben carefully shuts the door behind them. Smiley sits up in bed. Pops jumps out of bed, starts to pace.

POPS
And you definitely trust them?

Art and Ben nod yes.

BEN
We've given it a lot of thought.

ART
Men should be explorers, X
no matter how old they are.

BEN
Women too. X

ART
What they offer may be too good to be true, but we're willing to take our chances.

POPS
I can't speak for anybody else yet, but Smiley and I are ready to split.

EXT. BERNIE'S -DAY 247 X

Ben, Mary, and Alma are waiting outside Bernie's apartment. X
Dolly around to window and see Joe asking Bernie to come with them. But Bernie won't even hear it. He's too sad. He just waves his hand no.

Joe heads out of the apartment. As he passed by the window X
Joe lets Ben, Mary and Ala know that it's no soap with Bernie.

INT. WEDDING CHAPEL - DAY 247-A

We're TIGHT ON Art and Bess. We can't see where they are as they glance around anxiously.

ART
Are you nervous?

BESS
(looks nervous)
Me?? No!!

ART
You're sure you wnat to do this? X

BESS
Once I make a decision, Arthur,
I never turn back.

ART
This is a big one.

BESS
I know it is, Arthur.

The CAMERA PULLS BACK as they walk down the aisle. We SEE that they are in a tiny wedding chapel, that a Reverend waits to marry them.

OUT 248-252

EXT. DOCK - ESTATE - NIGHT 253

The full moon shines brightly int he middle of the starry night sky, brilliantly lighting the calm surface of the ocean. Jack is aboard the Manta III again, tinkering on the bridge.

INT. BEN AND MARY'S LIVING ROOM - DAY 254-A

Ben is removing framed family photographs from the wall bookcase, while Mary wraps them, places them carefully into a small suitcase. She stops for a moment at a photograph of David.

INT. RESIDENTIAL UNIT - REST HOME - NIGHT 255 X

Pops and Smiley finish dressing in the darkness. They're X
putting on their best clothes. They stuff piles of clothing
under their blankets, artfully creating the appearance of
two human forms in their beds.

INT. HALLWAY - REST HOME - NIGHT 256 X

It is lights out, very quiet. Pops and Smiley step outside X
their room and meet some people who are also dressed well,
some in wheelchairs and walkers. All are carrying their
belongings with them. On a nod from Pops, all of them move
down the hallway.

INT. HALLWAY - REST HOME - NIGHT 256-A

INT. ATTENDANTS' STATION - CORRIDOR - REST HOME 257
- NIGHT

TV on, Dexter dozes in his chair. Pops peeks around the
corner, sees this, and waves his troop forward. Everybody
files by in wheelchairs and walkers, very quietly.

OUT 258

INT. CORRIDOR - REST HOME - NIGHT 259

Still pushing residents in wheelchairs, Pops and Smiley are
now leading a small brigade of residents, some walking, some
in wheelchairs, down the hall toward the front door.

INT. ENTRANCE - REST HOME - NIGHT 260

Pops pulls the door open. IT CLATTERS LOUDLY.

INT. ATTENDANTS' STATION - NIGHT 261

Hearing it, Dexter is roused from his sleep. He rises, steps
into the hall to investigate.

INT. CORRIDOR - NIGHT 262

The last old people are just out the door as Dexter reaches
the entrance. He notices nothing and heads back toward:

OUT 263

INT. ATTENDANTS' STATION - NIGHT 264

Dexter goes back to sleep.

OUT 265

EXT. GROUNDS - RETIREMENT COMMUNITY - NIGHT 266

Bess, Art, Joe, Alma, Ben and Mary are helping the rest home
residents across the lawn, into the foliage, toward the estate
next door, as Pops and Smiley sneak back inside the rest home.

OUT 267

EXT. UPSTAIRS HALLWAY - SUSAN'S HOUSE - NIGHT 268

In her bathrobe, apparently ready for bed, Susan passes David's room, notices that light shines brightly from under the door. SHE KNOCKS.

SUSAN
David!

There is no answer. Disturbed, she enters.

INT. DAVID'S ROOM - NIGHT 269

David is by the window; he's still staring at the full moon, but now there is a toy telescope by his side.

SUSAN
You're staying up for the eclipse?

David nods "yes."

SUSAN
You don't appear very enthusiastic.
(pause)
Did you and Grandpa have a fight today?

DAVID
(emphatic)
No!

SUSAN
What did he tell you?

David shakes his head.

SUSAN
I can keep a secret, David.
He's my father.

DAVID
(in agony)
He made me promise.

Upset, Susan rises, exits. David follows after her.

DAVID
Mom, I'm sorry.

INT. HER BEDROOM - NIGHT 270

Worried, David watches from the doorway as his mother dials the phone. We HEAR the LINE RING. There is NO ANSWER.

Cont.

270 Cont.

SUSAN
(shouting)
Is he ill? Is my mom ill?

DAVID
No, they're fine. They're okay. They're just going somewhere.

SUSAN
Where are your grandparents going, David?

Unable to speak, with tears streaming down his face, David points out the window, up at the moon, the starry sky.

EXT. SUSAN'S HOUSE - NIGHT 271

In the car, Susan and David pull out of their driveway, ROAR down the street.

EXT. GROUNDS - ESTATE - NIGHT 272

A stream of residents from the rest home move out of the foliage, toward the Manta III.

EXT. DECK - MANTA III - NIGHT 273

With hugs and handshakes, Walter, Doc, Pillsbury, Kitty in human form, welcome Ben, Mary, Joe, Alma, Bess, Art, Pops, Smiley and various other rest home residents aboard ship. Bernie suddenly shows up, carrying a suitcase. This means a lot to our people.

BERNIE
I want a seat by the window.

Alma hugs Bernie.

ALMA
I'm glad you came. Rose would've been happy.

Bernie nods and tries to smile. Joe takes Bernie's suitcase. X

EXT. GROUNDS - RETIREMENT COMMUNITY - NIGHT 274

Susan's car SLAMS to a stop. With David running after her, Susan races to her parents' apartment. X

INT. BRIDGE - MANTA III - DAY 275

Jack STARTS the BOAT'S ENGINES.

EXT. BEN AND MARY'S APARTMENT - NIGHT 276

Susan RINGS the DOORBELL, HEARS NO ONE, BANGS ON THE DOOR. Frantic, Susan searches through her purse, finds a set of keys, opens the door.

INT. APARTMENT - NIGHT 277

Followed by David, Susan runs into the living room, sees the family pictures are missing from the walls, bookcase.

Susan grabs the telephone, dials the operator.

SUSAN
I need the police!

EXT. DOCK - ESTATE - NIGHT 278

Overloaded with passengers, Manta III's ENGINES GASP AUDIBLY. ONE ENGINE WHEEZES AND DIES.

INT. ATTENDANTS' STATION - REST HOME - NIGHT 279

As he listens to Susan, Dexter chews complacently on a sandwich. His feet are up on his desk.

SUSAN
(controlled, angry)
They told my son they were going away forever. None of their friends are around. I know something is wrong.

DEXTER
They could be out dancing. Those folks love to dance.

SUSAN
Do they have any friends living in here?

DEXTER
(biting pickle, shrugging)
Pops.

INT. POPS AND SMILEY'S ROOM - NIGHT 280

Dexter struts in, turns on the lights.

DEXTER
We've got a little game of twenty questions for you guys.

There is no stirring in the beds. Finally, Dexter pokes Pops.

DEXTER'S P.O.V. 281

as he tugs on the bedcovers, exposes crumpled clothing where Pops should be.

INT. HALLWAY - REST HOME - NIGHT 282

Susan and David watch as Dexter runs from room to room, throwing on lights, exposing empty bed after empty bed interspersed with sleeping residents here and there. EIGHTEEN RESIDENTS OF THE HOME ARE GONE!!

INT. BRIDGE - MANTA III - NIGHT 283

Jack attempts repeatedly to activate the GASPING ENGINE. MUTTERING to himself, Jack finally CUTS THE OTHER ENGINE and grabs his toolbox.

EXT. DECK - MANTA III - NIGHT 284

Followed by Doc and Pillsbury, Jack makes his way through the crowd of old people toward the engine room.

INT. ATTENDANTS' STATION - NIGHT 285

Worried, Susan and David watch Dexter SCREAM into the telephone.

DEXTER
Officer, half these people couldn't crawl no less walk out of here by themselves. This is a kidnapping. Somebody's abducted a large number of our residents!

Remaining elderly residents are gathering outside Dexter's station. Finally, one OLD MAN enters. He taps Dexter on the arm.

OLD MAN
They went to outer space. I was going to go, too, but I decided against it.

Cont.

285 Cont.

DEXTER
(distracted from phone, annoyed)
Outer space!?!
(condescending)
Thanks, Jasper.

OLD MAN
(turning to Susan and David)
Gimme my oatmeal in the morning, a view of the ocean, a little TV, a game of checkers and a phone call from the kids now and then.

DEXTER
(simultaneously, shouting into phone)
Look it, this ain't no lost dog story I'm giving you. I CAN'T FIND THIRTY OF MY RESIDENTS.

EXT. GROUNDS - RETIREMENT COMMUNITY - NIGHT 286

A police car IDLES. Two POLICEMEN (DETECTIVES) are standing nearby with Pine and Dexter.

PINE
(to Detectives)
You go house to house. You check the bus stations, the airports. This is a serious situation.

DEXTER
(anxious)
The owner of the facility is on his way over from West Palm and he is not happy at all.

The Detectives glance at each other. It is obvious that they are not taking Dexter and Pine seriously yet.

DETECTIVE
Why don't we just start by taking a good look around the grounds here? Okay, gentlemen?

ANOTHER POLICEMAN
(into patrol car radio)
These old folks are not in their beds yet tonight. We're going to have to get a search under way.

INT. ENGINE ROOM - NIGHT 287

Doc, Pillsbury and Kitty are reading Jack's mind, handing him tools as he needs them. Essentially, the three of them are doing a major overhaul at ten times normal speed.

EXT. GROUNDS - REST HOME - NIGHT 288

Pine and Dexter are now leading the pair of Detectives toward the efficiency apartments. Susan and David stand together, terrified, in the middle of the growing confusion. David suddenly spots a ship's light off in the distance. He bolts away.

SUSAN
(shouting)
David!

He runs across the grounds, toward the bushes, toward the gate to the old estate. David disappears into the foliage. He runs faster and faster. Blind instinct tells him where to go.

SUSAN
(running, desperate)
David!!!

INT. ENGINE ROOM - NIGHT 289

As Doc and Pillsbury stand back, Jack uses auxiliary switches to START the ENGINES. THEY FIRE UP WITH FULL POWER NOW.

EXT. DECK - NIGHT 290

Jack scrambles up to the bridge.

EXT. GROUNDS - OLD ESTATE - NIGHT 291

David jumps the fence to next door. He runs past the pool house, out toward the dock.

EXT. BRIDGE - NIGHT 292

Jack hits the throttles.

EXT. DOCK - NIGHT 293

David runs to the end of the dock, waves his arms frantically.

DAVID
(screaming)
Grandpa! Grandpa! Take me with you. I want to go, too.

EXT. DECK - MANTA III - NIGHT 294

Over the ROAR OF THE ENGINES, Ben and Mary press through the crowded deck, toward the back of the boat.

THEIR P.O.V. 295

as David sees them and leaps aboard the boat just as it moves away from the dock.

David approaches his grandparents now.

DAVID'S P.O.V. 296

as a dark shadow starts to cross over the full moon. The eclipse is beginning.

EXT. GROUNDS - ESTATE - NIGHT 297

Flanked by policemen with search beams, Susan moves past the pool house. Police spot the figure of a child on the boat, point lights at it.

THEIR P.O.V. 298

as David stares into the glaring search beams, grows smaller as the boat moves away from shore.

SUSAN
That's my son!! Do something!

POLICEMAN
(into radio)
A boat just left the dock next door. Lot of old people aboard. A child. Some in wheelchairs. God knows what they're doing out there. We'd better move on this thing now. It looks very serious.

EXT. GROUNDS - ESTATE - NIGHT 299

Holding hand radios, the Detectives move toward the efficiency apartments with Dexter and Pine.

DEXTER
(hearing report over radio)
That's them!!! They've been kidnapped. There's going to be big problems around here.

The Detectives nod grimly. They are taking it all very seriously now.

DETECTIVE
(into radio)
Call the Coast Guard.

EXT. COAST GUARD BASE - NIGHT 300

As SIRENS BLAST, a basketball game on the dock stops cold. Officers and seamen jump into action.

Cont.

300 Cont.

A search and rescue boat speeds out to sea.

A helicopter ROARS up into the air.

Another search boat speeds out to sea.

Two more helicopters ROAR up into the dark night sky.

EXT. BRIDGE - MANTA III - NIGHT 301

Jack steers the crowded vessel out toward the open sea. Kitty is standing with him. Jack watches the surrounding waters warily.

JACK'S P.O.V. 302

as flickering lights appear in the distance.

EXT. DECK - MANTA III - NIGHT 303

Excited, extremely nervous, expectant, Art, Bess, Joe, Alma, and Bernie are clustered together along with Pops and Smiley.

Art looks around him. He is proud, excited.

ART'S P.O.V. 304

as the eclipse moves to its three-quarter phase. The moon is almost completely dark now.

EXT. DECK - MANTA III - NIGHT (FORMERLY SCENE 335) 304-A

David clutches Ben and Mary, stands between them.

DAVID
I want to go, too.

BEN
You can't. From our family it's just your grandmother and me.

DAVID
I'll never see either of you again.

MARY
I think we'd better not go.

Mary looks to Ben, who agrees.

DAVID
Because of me?

BEN
Because of the whole family.

Cont.

EXT. BRIDGE - MANTA III - NIGHT 305

Jack accelerates the boat and moves out to sea.

HIS P.O.V. 306

as the flickering lights now appear to be closing in from all sides.

INT. BRIDGE - COAST GUARD CUTTER - NIGHT 307

Three OFFICERS stare into a set of computer radarscopes.

THEIR P.O.V. 308

as a craft is VISIBLE CENTER SCREEN.

OFFICER
Move in toward them.

EXT. ANOTHER BRIDGE - ANOTHER CUTTER - NIGHT 309

More radar screens. More Officers.

OFFICER
Full speed now.

EXT. OPEN SEA - NIGHT 310

Running dark and fast, a pair of HH3 Alpha Coast Guard helicopters fly low to the water. They are flanked by speeding Coast Guard cutters down on the water. We can SEE the Manta III in the distance ahead of them.

EXT. ANOTHER ANGLE - OPEN SEA - NIGHT 311

Lights flashing, MOTORS ROARING, another set of helicopters, flying with cutters below, speeds toward the Manta III from the opposite direction. We can SEE that all the Coast Guard craft are in close range of Jack's boat now.

EXT. BRIDGE - MANTA III - NIGHT 312

Jack sees them. He steers a course between the two approaching armadas to avoid being intercepted.

INT. BRIDGE - POLICE CUTTER - NIGHT 313

Susan watches anxiously as they approach the Manta III.

EXT. ANOTHER ANGLE - OPEN SEA - NIGHT 314

A third set of Coast Guard helicopters and cutters speed straight toward the Manta III.

EXT. MANTA III - NIGHT 315

Jack shifts direction again. The three sets of helicopters and cutters shift with him. But the Manta III seems to be outrunning them.

EXT. ANOTHER ANGLE - OPEN SEA - NIGHT 316

A Police Boat appears from nowhere, heading straight toward Jack's boat. The Manta III is clearly surrounded now.

EXT. MOON - NIGHT 317

Just now the shadow covers over the last crescent of light. It is a full lunar eclipse. The night sky darkens quickly. A form appears to rise off the moon, moves lightning fast down toward the Earth.

EXT. SKY - NIGHT 318

The form has glowing lights. It is a thick flying saucer, spinning fast, super sleek, super modern, shining like chrome. This Mothership is aerodynamically perfect. Shaped for speed, function, it is incredibly "modern" in design.

With lights glowing warmly, the Mothership PULSES as it makes its way toward the Earth.

INT. BRIDGE - COAST GUARD CUTTER - NIGHT 319

The Manta III is clearly visible from here.

OFFICER
(into radio)
Diligence to Base A. We are within range now but we have not made radio contact with the Manta III.

VOICE
(from radio)
Board her then.

OFFICER
(into radio)
Yes, Sir.

EXT. SKY - NIGHT 320

Pulsing majestically, HUMMING VIBRANTLY, the Mothership swoops down faster and faster toward the ocean, still many miles below.

EXT. BRIDGE - MANTA III - NIGHT 321

Jack turns the wheel desperately. He is valiantly attempting to evade the fast-approaching Coast Guard craft.

EXT. DECK - MANTA III - NIGHT 322

Walter, Doc, Pillsbury and the old people watch the approaching boats and helicopters anxiously. A POLICE VOICE over a BULLHORN tells them they are about to be boarded. They are about to be apprehended. It's all over now. The departure seems impossible.

INT. BRIDGE - POLICE BOAT - NIGHT 323

Susan breathes a SIGH of relief.

EXT. DECK - MANTA III - NIGHT 323-A X

Ben, Mary and David are together.

BEN
Guess we didn't have a choice anyway.

MARY X
Maybe it's for the best.

DAVID
(softly)
But you're really disappointed.

BEN
I've had worse.

DAVID
If you don't get to go, this is one of those things you look back on. I know.

EXT. OCEAN - NIGHT 324

Armed crewmen line the decks as the Coast Guard, Police boats SLOW THEIR ENGINES, close in on the Manta III.

EXT. DECK - MANTA III - NIGHT 324-A

A big searchlight shines onto the boat, enveloping everything in a bright light.

DAVID
Don't be scared.

David winks and dives overboard. Ben and Mary scream. Others rush to the rail.

EXT. WATER - NIGHT 324-B

The spotlight goes with David, leaving the Manta III.

DAVID
(to Ben and Mary)
I'm all right! Get going, I can swim!

David turns toward the Police boat.

DAVID
Help! Help!! I'm drowning!

The Manta III waits. Then, when they see the Coast Guard boat stop to assist David, they floor it. A look between Jack and Ben triggered this.

EXT. DECK - MANTA III - NIGHT 325

Walter, Doc, Pillsbury all look up toward the night sky. It is as if they are willing something to happen now. They HUM as though they are signaling something somewhere.

EXT. MOTHERSHIP - SKY - NIGHT 326

Repeating the SAME HUM, its GLOW BRIGHTENING, PULSING intensely still high above the atmosphere, the Mothership shoots off a series of bands of white light into billowing clouds below. Weather fronts shift position. Clouds are suddenly billowing into larger forms right above the ocean position of the boats.

The Mothership shoots off another barrage of bands of white light. The billowing, fast-growing clouds now burst with moisture.

EXT. OCEAN - NIGHT 327

Only a few feet from the Manta III now, an intense, HOWLING WIND suddenly hits against the Coast Guard craft, Police boat.

Fog is rolling in rapidly.

Heavy WIND WHIPS the boats, helicopters. Visibility has gone from 100% to almost nothing in less than five seconds.

INT. BRIDGE - COAST GUARD CUTTER - NIGHT 328

Visibility is zero now.

OFFICER
(into radio)
The radar still fixes them at 200/45.

CLOSE ON SURFACE RADAR SCOPE...a dot blinks CENTER SCREEN.

Cont.

328 Cont.

OFFICER
(barking commands)
Move back to them. We're going to board.

EXT. SKY - NIGHT 329

Glowing, HUMMING, the Mothership is swooping down fast now. It sends a powerful vortex of blinding white light straight into the center of the storm...drilling a hole in the clouds, creating a clearing to enter.

EXT. OCEAN - NIGHT 330

The vortex from the Mothership beams down straight toward the Manta III.

EXT. MANTA III - NIGHT 331

The vortex of light creates a clearing in the eye of the storm. Though surrounded by wind and fog, the Manta III now sits in calm waters as the Mothership speeds down toward it from the hole in the clouds above. The clear, starry night sky glistens from the top of this "hole in the storm."

INT. BRIDGE - COAST GUARD CUTTER - NIGHT 332

Still immersed in the fog, the Officers stare at their navigation equipment.

Compasses spin round and round, their glass globe covers cracking.

Radarscopes show ships everywhere in constantly shifting patterns.

Sonarscopes BEEP FRANTICALLY.

OFFICER
(shouting, furious)
Diligence to Base A. Do you read us? We're dead. The radio is dead now.

INT. BRIDGE - POLICE BOAT - NIGHT 333

Shocked, the crewmen, Susan, all stare at wildly spinning navigation equipment.

EXT. MANTA III - OCEAN - NIGHT 334

The Mothership hovers one mile directly above the cabin cruiser, at the very top of the storm clearing.

A81 The six Dolphins now alongside the Manta III, accompany their Humanoid friends.

EXT. DECK - MANTA III 334-A X

Jack climbs down from the bridge; Kitty walks along next to him, her arm wrapped around his shoulder.

Jack shakes hands with Walter, Doc, Pillsbury. Walter hands Jack a wad of dollars wrapped tightly in a rubber band.

WALTER
This should more than pay for the boat. Thank you, Jack, you've been a fine guide. And a good friend.

JACK
Do you need anything? Magazines? Gum?

Walter hugs Jack then Jack scrambles back up to Kitty. Shy, now, deeply moved, Jack touches Kitty's shoulders very tenderly.

JACK
If you're ever in the area again, don't forget to look me up.

KITTY
You'll know when I'm around, Jack.

JACK
You have no idea how close I came to buying a ticket.

Kitty laughs, Jack laughs. Then;

JACK
I'm gonna really miss you.

Kitty smiles warmly at Jack. They Kiss.

(NOW SCENE 304-A) 335

EXT. MOTHERSHIP - NIGHT 336

Starting to whirl in a circle, the Mothership spins faster and faster now, HUMS INTENSELY, but holds the same position. Its glow focuses downard now, sends an extremely intense vortex of light toward the Manta III.

EXT. OCEAN - NIGHT 337

The blast of energy from the Mothership actually lifts the cabin cruiser up out of the water.

EXT. MANTA III - NIGHT 337-A

Jack lifts his mouth away from Kitty's, realizes what is going on, gives her one final kiss on the cheek, then has to jump from his boat down into the dinghy.

The Manta III moves faster and faster now, rises higher and higher off the ocean surface.

OUT 338

EXT. SKY - NIGHT 339

The Mothership's powerful vortex pulls the cabin cruiser higher and higher, faster and faster. The HUM is SPECTACULAR. The PULSING of the Mothership is like a HUMAN HEART BEATING now.

EXT. DINGHY - OPEN SEA - NIGHT 340

Still in the calm at the eye of the storm, Jack and the Dolphins watch as the Manta III disappears into the Mothership; the belly of the Mothership closes and the vortex of light fades away.

EXT. SKY - NIGHT 341

The Mothership ZOOMS upward into the clear starry night sky. As the moon is COMING INTO VIEW again, the Mothership seems to be pulling the entire storm away with it, using the clouds as cover while it disappears upward, further and further from the Earth.

EXT. OPEN SEA - NIGHT 342

As the fog lifts, the Coast Guard boats, helicopters, the police boat, swarm toward Jack in the dinghy.

The Dolphins glance concernedly between Jack and the approaching military craft.

One by one, the DOLPHINS SQUEAK OUT HIGH-PITCHED GOOD-BYES. Then they disappear beneath the surface of the dark ocean waters. Only Jack's earlier companion lingers momentarily for a final wink to Jack, who smiles back at him.

Meanwhile, six Officers stare down at Jack from the decks of two cutters, now speeding into position on either side of them.

JACK
(to Officers)
I'm looking for my boat, the Manta III. Have you seen a small cabin cruiser out in these waters?

Exasperated, confused, the Coast Guard men shake their heads.

EXT. POLICE BOAT - NIGHT 343

Susan rushes from the bridge to the bow of the ship, BREATHES a SIGH of relief as she sees David sitting safely in the Coast Guard boat.

EXT. OUTER SPACE - NIGHT 344

The Mothership moves faster and faster now. The moon passes close by, then disappears, shrinking into a microdot behind the Mothership in seconds.

Cont.

Now, the Mothership turns, curves away from our solar system, our sun, moving swiftly out into the stars which grow now into burning, volatile, gaseous entities as the Mothership approaches them.

Then the Mothership passes through this zone of gaseous burning stars and out into crystal-clear dark blue space. Bright stars shine in the distance. The vastness here is overwhelming. The Mothership appears tiny; it is overwhelmed by the massive scale of this corner of the universe.

EXT. CHURCHYARD - SUNSET BEACH - DAY 345

It's a bright, sunny day. The sky is blue, filled with billowing, perfect white clouds. A memorial service is in progress on the lawn next to the church. Fifty wooden folding chairs are filled with mourners of all ages. David and his mother sit in the front row. Susan CRIES OPENLY.

An ORGANIST PLAYS as a very distinguished REVEREND steps up to a wooden pulpit between a pair of elaborate flower wreaths marked with the names of Ben, Mary, Joe, Alma, Art, Bess, Bernie and the rest.

REVEREND
There can never be an accounting in human terms for the tragedy at sea which has taken the lives of these men and women in what should have been the beautiful and peaceful sunset of their lives.
(booms now)
Do not fear. Your loved ones are in safekeeping. They have moved on to a <u>new</u> expression of life, not life as we know it, but in the spirit everlasting. Our loved ones are in good hands for now and forevermore.

With a knowing gleam in his eye, David looks up at the deep blue sky, smiles to himself.

DAVID'S P.O.V. 346

of the slowly filling white clouds, the vast, clear afternoon skies.

CUT TO:

EXT. OUTER SPACE - NIGHT 347

The Mothership ROARS through a curving, ever-narrowing dark tunnel, then bursts into a wide-open space filled with white light.

Cont.

347 Cont.

The Mothership speeds across this anti-space filled with dark blue, gaseous stars set against a glaring, white, incredibly vast b.g.

The Mothership turns sideways now, away from the white light toward darkness and white stars.

Then upward.

The Mothership moves Higher and Higher.

Higher and Higher.

Past stars brilliant as diamonds.

Through huge, gaseous, billowing cloud-like entities.

Up onto a plateau where stars under the Mothership move forward as stars over the Mothership move backward.

The Mothership speeds faster and faster through this impossible void of space and time.

Then the Mothership turns upward again, passes into another galaxy of bright stars, deep blue space.

Deeper and deeper into this galaxy, the Mothership moves, growing smaller and smaller, now disappearing into the vast unknown reaches of space, toward a destination that is further away than we can imagine.

Moving Higher and Higher now.

Higher and Higher.

FADE OUT

THE END